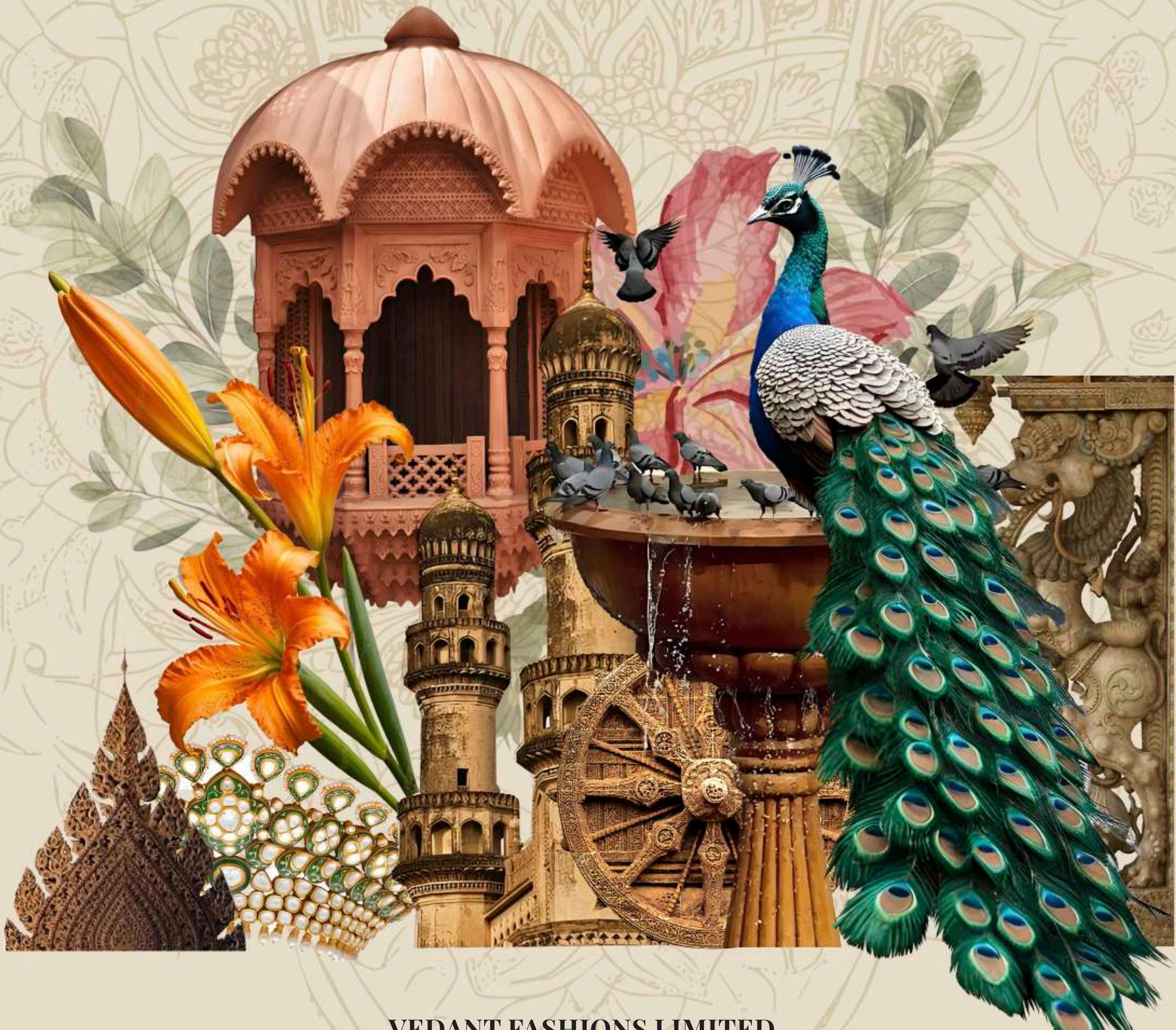
Proud Indian

REDEFINING ETHNIC ELEGANCE



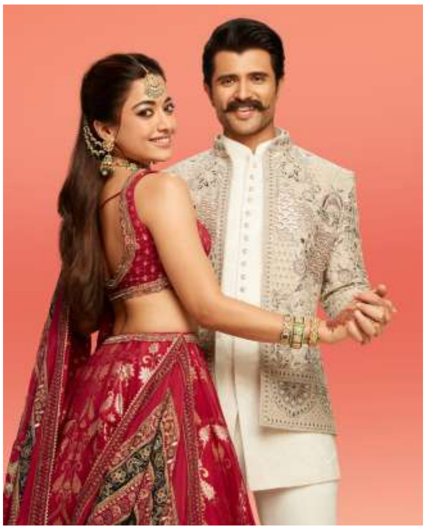
VEDANT FASHIONS LIMITED

ANNUAL REPORT 2025-26

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 2025-26.

Contents



Proud Indian

At Vedant Fashions, we believe that pride in India has become more visible, more confident and more personal.

There was a time when Indian attire was reserved for special occasions.

Today, it is increasingly becoming a statement of one's identity.

'I wanted something that reflected who I am.'

'It felt authentic, yet contemporary.'

'It connected me to my roots while matching my aspirations.'

At Vedant Fashions, we are privileged to serve this growing Indian confidence.

Because when people choose to wear Indian, they are not merely selecting an outfit.

They are expressing that pride in a culture, a heritage and a nation on the rise.

Proud Indian.

Vedant Fashions Limited is more than just another apparel company.

The Company is committed to an overarching objective: redefine the Indian wear landscape.

To this objective the company has brought a refreshing approach: blending India's rich apparel heritage with contemporary design.

The result is that the Company does not merely lead India's organised apparel retail; it has redefined the space, become synonymous with India's wedding and festive wear.

In doing so, it has emerged as the benchmark.

At Vedant Fashions...

We are confident that our brands are fostering deeper cultural ties among a growing community of fashion enthusiasts.

Our vision: Instill pride in wearing Indian

Our mission: To be a dominant player in the Indian wedding and celebration wear space across genders and age

Our values: Creating, enhancing, nurturing, inspiring and ornamenting respect.

Transparency: As one of India's most trusted apparel brands, we remain committed to upholding transparency through fair, ethical and accountable business practices across all our operations.

Efficiency: We strive for efficiency at every level - delivering superior product quality, embracing industry best practices and ensuring a seamless customer experience.

Technology and innovation: Since inception, we have championed innovation by integrating advanced technologies such as automated inventory replenishment and warehouse management systems, accelerating our digital transformation journey.

Inclusive stakeholder growth: Vedant Fashions is committed to fostering inclusive growth by actively engaging, empowering and creating value for all stakeholders within our evolving fashion ecosystem.

Our background

Vedant Fashions Limited (referred to as 'the Company' in this report) is a publicly listed Indian company, incorporated on May 24, 2002. The Company specializes in designing and offering Indian wedding and celebration wear for men, women and children. Through its curated portfolio, it has played a pivotal role in reshaping the fashion landscape of Indian celebrations. Its offerings blend aspirational design with exceptional value, catering to a spectrum of styles, occasions and price points to meet diverse customer preferences.

Our portfolio

The Company's portfolio caters to the celebratory wear needs of the entire family, spanning men, women and children.

Men's wear: Kurta sets, Indo-Western sets, Sherwani sets, Jackets, Jodhpuri suits, Short Kurtas and accessories

Women's wear: Lehengas, Sarees, Stitched suits, Crop top Lehengas, Gowns and accessories

Children's wear: Kurta sets, Jacket sets and Indo-Western ensembles, among others

Our brands

Manyavar: The Company's flagship brand is a category leader, that dominates the branded Indian wedding and celebration wear segment for men with a pan-India presence*.

Mohey: The Company's women's celebration wear brand, offering a diverse portfolio of ethnic and Indian occasion wear.

Twamev: The Company's premium men's and women's wear brand, offering Indian occasion wear for discerning customers.

Diwas: The Company's value-to-mid premium brand, offering accessible and stylish Indian celebration wear for men across diverse customer segments.

Mebaz: The Company's regional ethnic wear brand, with a strong presence in South India (Andhra Pradesh and Telangana) offering men, women and kids a portfolio tailored around local wedding and celebration wear preferences.

The result is that the company's brand has created an ecosystem of celebratory Indian attire.

Our presence

Manyavar, Mohey, and Twamev have established a strong and widespread presence across India, supported by an expanding retail network and impactful marketing initiatives. This has positioned the brands, and the Company, as leading names in the Indian wedding and celebration wear segment.

On the global front, the Company has strategically expanded into key international markets with significant Indian diaspora. Beginning with its first exclusive store in Dubai, UAE, the footprint has grown to include the United States, Canada, United Kingdom and Australia.

As of March 31, 2026, the Company's network comprised 669 stores (including shop-in-shop outlets) across 252 cities world wide with 240 cities in India, along with 17 international stores across 12 cities globally.

*As per Crisil Report 2020

How we have transformed across the years

1999: Brand Manyavar commenced operations through a predecessor entity

2002: Incorporated Vedant Fashions Private Limited

2008: Launched its first Exclusive Brand Outlet (EBO) in Bhubaneswar

2011: Entered the international markets with its first store in Dubai

2012: Surpassed Rs. 1,000 million in EBO revenue

2013: Became Official Indian Wear Partner for three IPL teams

2015: Launched Mohey, the women's celebration wear label

2016: Crossed Rs. 5,000 Mn in EBO revenue; launched its first store in the USA

2017: Strategic acquisition of Mebaz; Attracted investment by Kedaara Capital

2018: Official sponsor of two IPL teams

2019: Launched Twamev (premium men's wear); crossed Rs. 10,000 Mn in EBO revenue and 1 million sq. ft. of EBO presence

2021: Appointed Celebration Wear Partner for Femina Miss India

2022: Listed on the stock exchanges following an IPO

2023: Launched exclusive Twamev EBOs

2024: Introduced exclusive Mohey flagship EBO; launch of celebration wear brand Diwas

2026: Surpassed Rs. 20,000 million in retail sales (i.e., sales of our customers)

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 INR 300 crore. ET Bengal Corporate Award. Pioneer in Ethnic Retail Business by ABP News

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 INR 300 crore to INR 1000 crore by ET Bengal Corporate Award.

2017

Most Admired Fashion Brand of the year: Men's Indian Wear by Images Fashion 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 INR 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

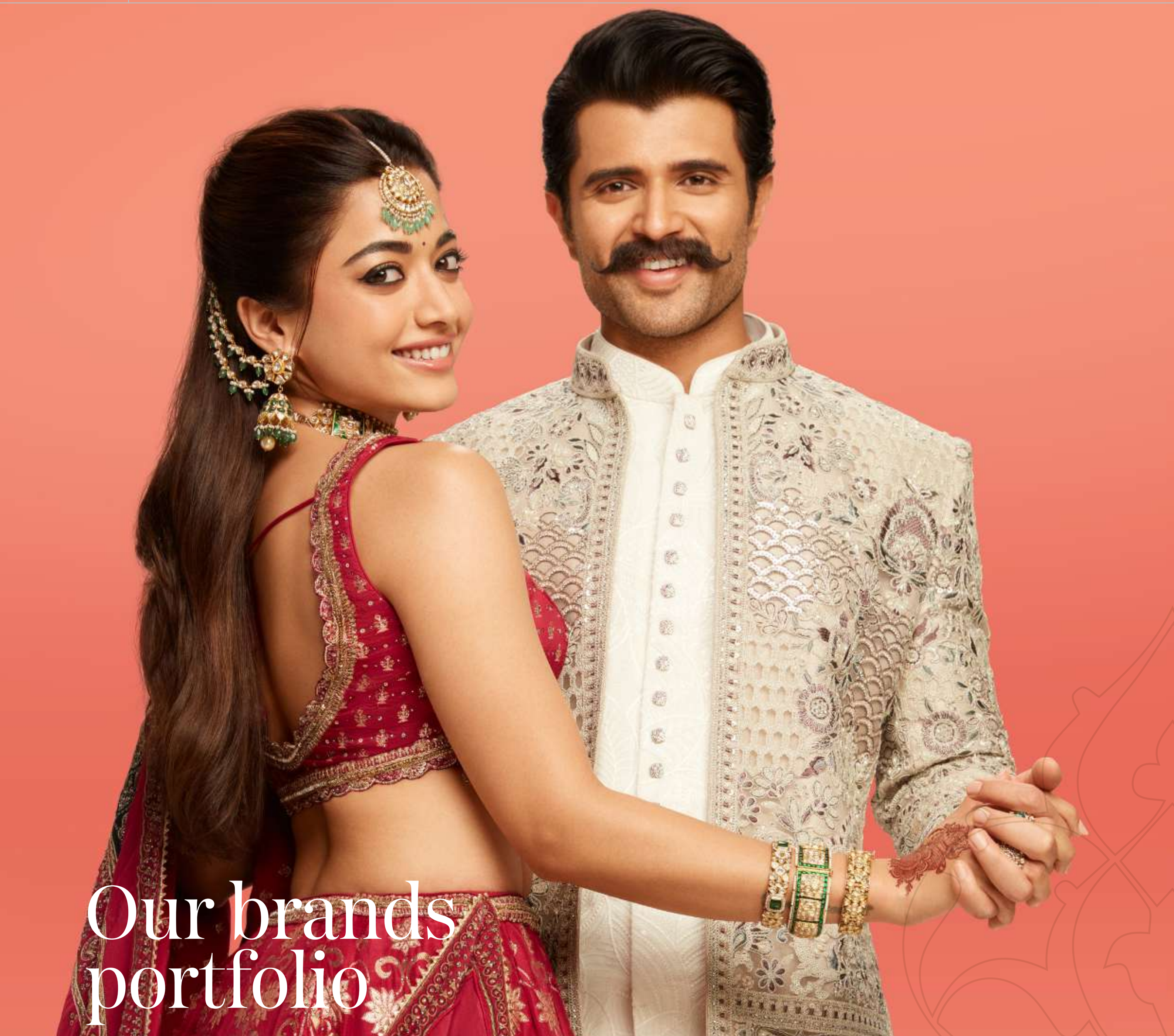
2025

Merit recognition conference for its Mohey – Jayanagar (Bengaluru) in the category of Ethnic Fashion & Accessories Specialty Store at the VM&RD Retail Design Awards.

Recognised in the categories of 'Best Use of Influencers on Instagram' and 'Best Use of Influencers' at the afaqs! Marketers' Excellence Awards.

2026

Recognition as 'Masters of Risk Award – Retail' at India Risk Management Awards (IRMA) by CNBC-TV18 and ICICI Lombard.



Our brands portfolio

Brand Manyavar

Manyavar, our flagship brand, represents more than just a label, it is a category-defining leader in branded Indian wedding and celebration wear. With a strong pan-India presence, the brand enjoys widespread trust and recognition, offering aspirational yet accessible products within the mid-premium segment.

Year	Target group	Price spectrum	Distribution
1999*	Men and boys	Mid-premium	EBOs, MBOs, LFS and E-commerce

Portfolio for men
Kurta sets, indo-western set, sherwani set, jackets, accessories, and jodhpuris etc.

Portfolio for children
Kurta set, jacket set, Indo-Western, accessories, kids and infant wear.

Key attributes

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

Manyavar maintains its brand value with no end-of-season sales or discounts.

*Brand Manyavar commenced operations through an earlier entity in 1999

#Crisil Report 2020

Brand Mohey

Catering to Indian women's wedding and celebration wear, Mohey has established a wide Exclusive Brand Outlet (EBO) presence across India. The brand is endorsed by renowned actress Rashmika Mandanna with blockbuster campaign called, 'Made for Each Other'.

Year	Target group	Price spectrum	Distribution
2015	Women	Mid-premium	EBOs and e-commerce

Portfolio
Lehengas, sarees, crop-top lehengas, suits, indo-westerns and accessories

Key attributes

- Largest brand by the number of stores, with a pan-India presence#.
- Focused on women's Indian wedding and celebration wear.
- Leverages Manyavar's leadership and extensive EBO footprint across the country.
- Endorsed by a celebrity brand ambassador and promoted through campaigns like *Made For Each Other and Jab Aap Taiyaar Hum Taiyaar.*

Crisil Report 2020

Twamev

Brand Twamev

The brand caters to the premium segment of men's and women's Indian wedding and celebration wear, delivering an elevated and refined consumer experience. Strategically positioned between Manyavar and luxury boutique labels, it bridges the gap by offering sophisticated style with enhanced accessibility.

Year
2019

Target group
Men and Women

Price spectrum
Premium

Distribution
EBOs along with e-commerce

Portfolio for men's
Kurta set, sherwani set, jodhpuris, Indo-western and accessories

Portfolio for women's
Sarees, lehengas, crop top lehenga, gowns, stitched suits and Indo-western women wear and accessories.

Key attributes

- Offers a premium and refined shopping experience
- Expands value through premium cross-sells to Manyavar clientele
- Positioned between Manyavar and luxury boutique brands in pricing

Brand Mebaz

A regional brand with a strong foothold in South India, especially in Andhra Pradesh and Telangana. It caters to men, women, and children, offering mid-premium to premium ethnic wear. Positioned as a one-stop destination, it fulfills the entire family's celebration needs.

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

Portfolio for men
Kurta, Indo-western, sherwani, jacket, suit, accessories

Portfolio for women
Lehengas, sarees, suits and kurtis

Portfolio for children
Lehengas, gowns, frocks, kurtas, suits and accessories

Key attributes

- South India-focused regional brand; strong presence in Andhra Pradesh and Telangana
- One-stop shop for ethnic celebration needs for entire family
- Renowned for its deep-rooted heritage and lasting legacy

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

Brand Diwas

Vedant Fashions offers distinctive and sustainably aligned styles tailored for Gen Z consumers, combining diverse design offerings across the value to mid-premium price points. With a focus on festive and celebration wear, the brand caters to evolving customer preferences across India.

Year
2024

Target group
Men

Price spectrum
Value to mid-premium

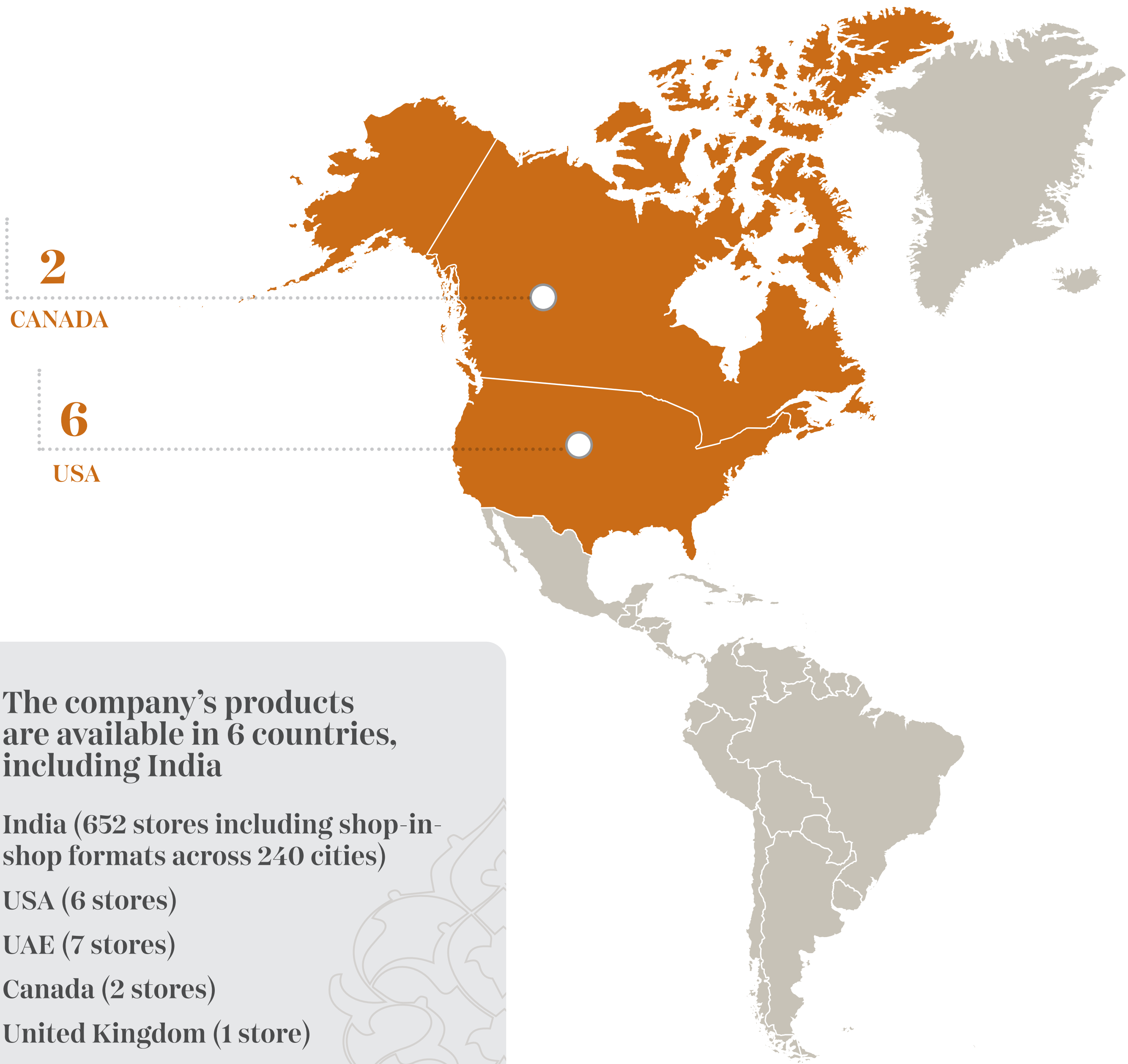
Distribution
MBOs and E-commerce

Portfolio
Kurtas, lowers and jacket sets

Key attributes

- Unique sustainable offerings for Gen Z
- Large blend of product designs at value/mid-premium prices
- Aims to cater to the festive and celebrations wear segment at a pan-India level

Vedant Fashions.
Expanding its reach, deepening its presence across India and the world



The company's products are available in 6 countries, including India

India (652 stores including shop-in-shop formats across 240 cities)

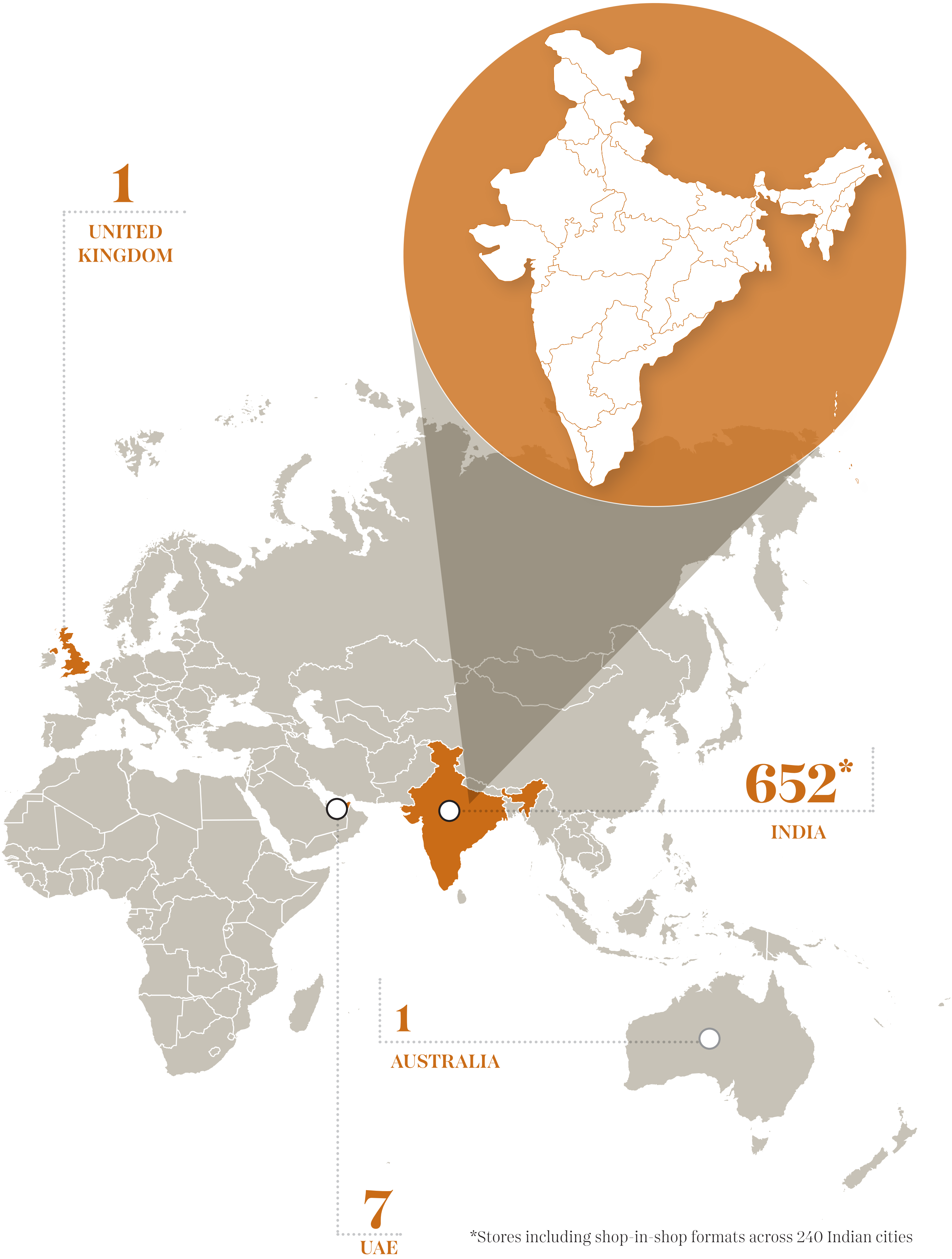
USA (6 stores)

UAE (7 stores)

Canada (2 stores)

United Kingdom (1 store)

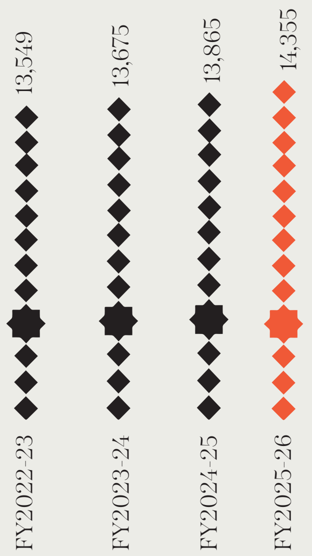
Australia (1 store)



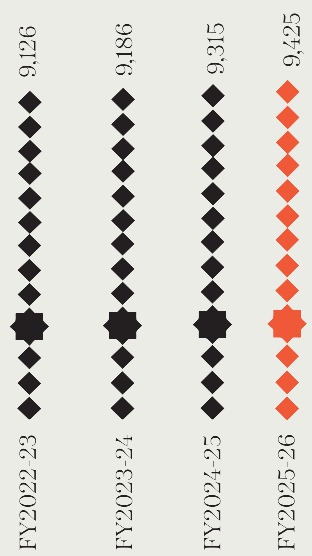
*Stores including shop-in-shop formats across 240 Indian cities

How we have performed across the years

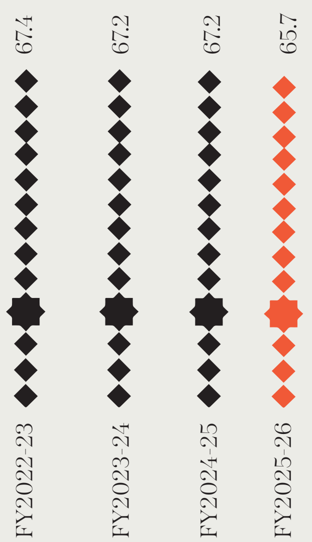
Revenues
(in ₹ Million)



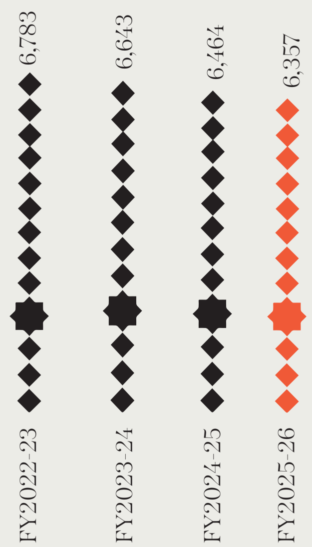
Gross profit
(in ₹ Million)



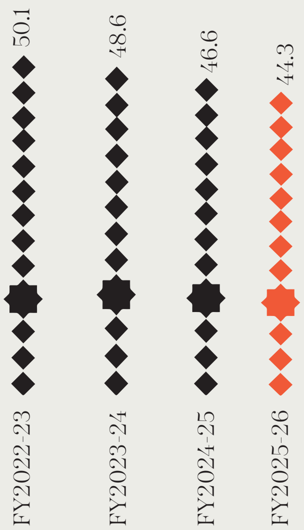
Gross profit margin
(%)



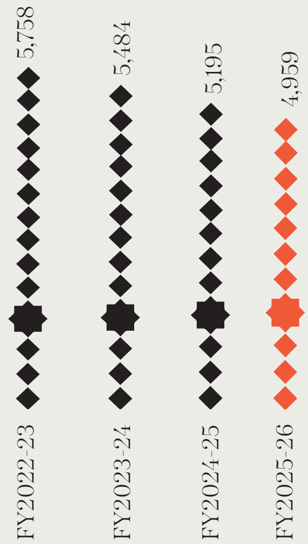
EBITDA
(in ₹ Million)



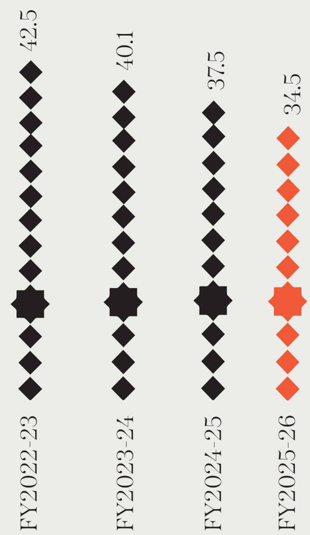
EBITDA margin
(%)



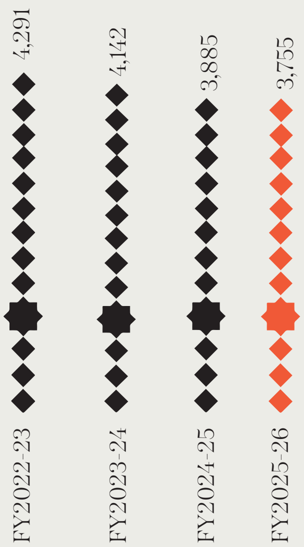
Profit before tax
(in ₹ Million)



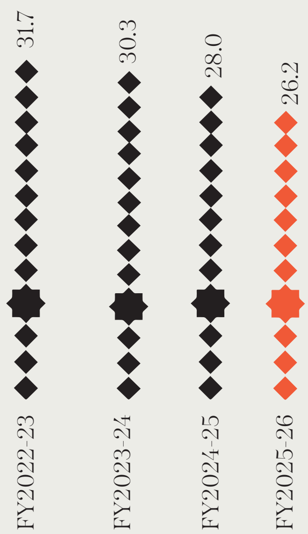
Profit before tax margin
(%)



Profit after tax
(in ₹ Million)



Profit after tax margin
(%)



OUR FOUNDER'S PERSPECTIVE

We are building enduring leadership in a transforming market

Overview

India's relationship with celebration continues to evolve. Indian wear is moving beyond traditional occasions to become an increasingly relevant expression of identity, confidence and contemporary style. We believe this cultural shift presents a structural opportunity for our category and reinforces the long-term conviction with which Vedant Fashions has built its business.

FY26 unfolded against an uneven consumer environment, but the closing quarter brought encouraging signs of recovery. Consumer sentiment improved visibly, reflected in the Company's quarterly performance and reinforcing our belief that consumer aspirations remain intact and discretionary demand can accelerate as conditions become more favourable.

Against this backdrop, our customer-level sales grew 6.1% in FY26, demonstrating the resilience of our brands, retail presence and consumer relevance. We remain focused on strengthening our business and positioning ourselves to capture the next phase of growth in Indian wear and celebration-led consumption.

Competing through discipline, not exuberance

The Indian wear and celebration market continues to offer a significant long-term opportunity, even as the competitive landscape has evolved. As participation has increased, the ability to build a sustainable and profitable business has become increasingly dependent on execution, consumer relevance and operating discipline.

At Vedant Fashions, our approach has remained consistent. We have focused on strengthening our brands, improving retail productivity, staying close to consumers and maintaining financial discipline. Our confidence stems not from temporary market conditions, but from the structural strength and scalability of our business model.

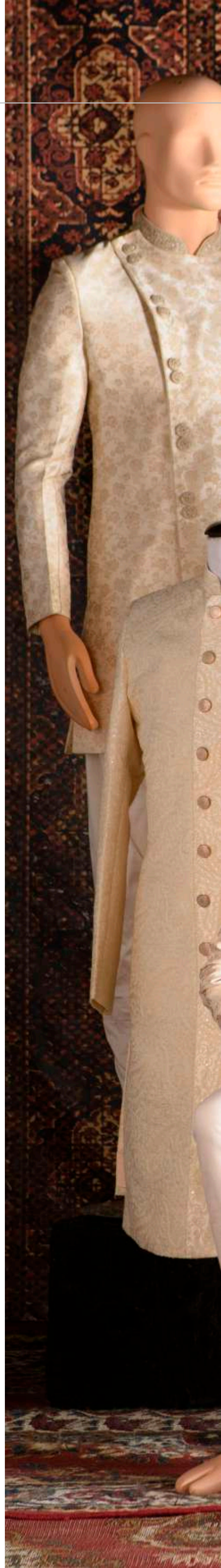
As the category matures, we believe disciplined businesses with strong brands, differentiated consumer propositions and sound operating fundamentals will be well-positioned to create sustainable value.

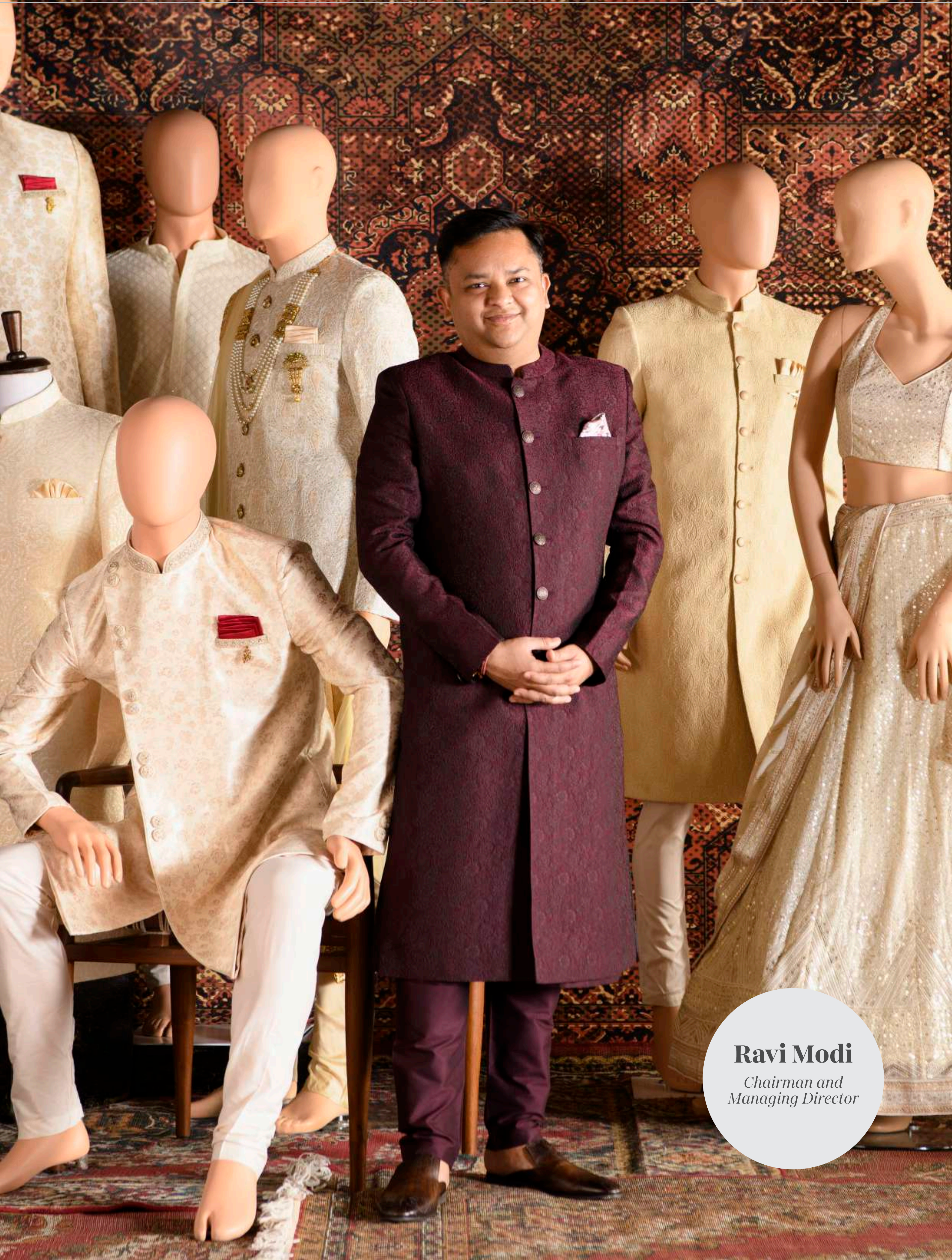
Strengthening the business through every cycle

Throughout the year under review, the Company remained committed to what it has consistently prioritised: enhancing responsiveness, deepening our customer understanding and building a business architecture capable of enduring across cycles.

One of the most significant shifts visible in the Indian wedding ecosystem has been the transition in decision-making from parents to younger family members. Weddings continue to be family occasions, but the aesthetic language of weddings is increasingly being shaped by younger consumers who seek contemporary relevance alongside cultural authenticity.

Recognising this shift early, the Company intensified its focus on understanding the aspirations, preferences and behavioural patterns of younger consumers. The objective was not merely to sell garments, but to remain culturally aligned with the evolving language of celebration. This translated into merchandise that





Ravi Modi

Chairman and Managing Director

reflected contemporary silhouettes, refreshed styling, evolving colour palettes and sharper storytelling. The Company also invested in presenting Indian wear in ways that felt aspirational, youthful and globally aware without compromising the richness of Indian tradition.

A portfolio built for every occasion

This consumer-first approach also shaped how we built our brand portfolio.

Diwas, introduced in FY25, continued to gain traction during the year, catering to a younger, more experimental consumer at an accessible price point.

Twamev, our premium luxury proposition, strengthened our presence at the top of the market, addressing consumers seeking exclusivity and heightened craftsmanship.

Mohey continued to serve as our dedicated women's wedding and celebration wear brand, anchored in bridal - the category that built it – and now dressing the wider celebrations wardrobe alongside it, extending the brand from a single high-value occasion to the many that surround it. Together, these brands allow us to participate more meaningfully across price points, occasions and consumer cohorts, while Manyavar remained the anchor of the portfolio.

Technology-led responsiveness

In much of the apparel industry, production decisions are made months in advance based on estimates that may or may not align with actual consumer preferences. The result frequently manifests in elevated unsold inventories, heavy discounting and stressed profitability.

Our differentiated model enabled us to remain significantly closer to real-time market demand. By connecting retail offtake patterns with design and manufacturing decisions, we minimised unsold inventory, sustained pricing discipline and protected profitability. Importantly, our flagship Manyavar brand continued to remain undiscounted, a distinctive position in a retail environment where extensive discounting became commonplace.

During FY26, the Company intensified its efforts to strengthen this connectivity between the retail counter and the design-cum-manufacturing backend. There was a sustained organisational focus on two strategic questions: Can we reduce the design-to-shelf timeline further? Can we become even more responsive to changing consumer preferences?

I am pleased to state that meaningful progress was achieved during the year. The improvement in our design-to-shelf cycle strengthened our working capital efficiency, moderated inventory, released capital for alternative allocation and enhanced our market responsiveness. The impact of these improvements was also reflected in our cash conversion ratio (Operating Cash Flow/Profit After Tax excluding Finance Income), which improved to 98% during the year under review. This validated that the more challenging the external environment turned, the more liquid we became.

Bringing AI closer to the store

As a part of this responsiveness agenda, the Company began deploying artificial intelligence at the store level, closer to where the actual customer decisions are made. Our efforts were focused on equipping store staff with AI-assisted tools for size and style recommendations, faster identification of fast-moving merchandise at the counter, and a more structured capture of customer feedback and preferences that could flow back into design and merchandising decisions. Rather than treating AI as a back-office initiative alone, we saw it as a way to make every store associate more informed, more efficient and better equipped to serve consumers, while generating a richer, real-time feedback loop from the shop floor into the rest of our organisation.

Deepening market responsiveness

The Company continued to strengthen retail productivity during the year. Despite sector-wide sluggishness, our retail sales grew by 6.1%, while same-store sales growth was 2.7%. The Company was able to sweat its retail network more effectively and deepen customer engagement.

The momentum became more pronounced during the final quarter of FY26, when retail sales grew 7.8% over the corresponding quarter of the previous year, while same-store sales growth improved to 4.6%. This improvement was supported by the Company's continued focus on strengthening its merchandise and positioning in line with evolving consumer preferences. Diwas, in particular, recorded higher percentage growth on the overall, supported by a relatively lower base.

Sharpening our channel strategy

While strengthening our retail network, we placed a renewed focus on our indirect channels - Multi-Brand Outlets (MBO) and distribution. These channels remained an important lever to widen our reach into markets and micro-markets where a full-format Company-operated store was not yet be viable, while allowing us to extend our brand presence more efficiently. During the year, we sharpened our engagement with MBOs and distribution partners, with the objective of improving our sell-through, strengthening partner profitability and ensuring that our brand experience and pricing discipline were consistently maintained across every channel through which the consumer encountered us.

The quick commerce opportunity

We also see an emerging opportunity in quick commerce as consumer expectations around convenience and speed continue to evolve, even within occasion-led categories such as ours. While Indian wear has traditionally been a high-touch, discovery-led purchase, we believe there is a meaningful opportunity to serve a segment of accessories, add-ons and lighter-weight, ready-to-wear formats through faster fulfilment models, without diluting the brand experience associated with our core offering.

Diwas, given its younger consumer base and more accessible, contemporary product architecture, is positioned to test and scale this opportunity. We view quick commerce not as a replacement for our retail-led model, but as a complementary channel to reach an impulse-driven, convenience-seeking consumer. We intend to approach this opportunity in a calibrated manner over the coming years.

Financial hygiene as a strategic advantage

During the year under review, the Company continued to lead its industry segment with a gross margin of 65.7% - an important indicator of the strength of our brand equity, operating architecture and merchandise discipline. This performance becomes even more meaningful when viewed against a broader industry landscape where several players continued to struggle with profitability and cash flows.

Our emphasis was never chasing growth at any cost. Instead, we consistently prioritised the quality of growth - growth that would be profitable, cash-generative and sustainable.

The road ahead

We believe our best years lie ahead. India's wedding and celebration economy continues to expand. Weddings are evolving into deeply curated experiences where apparel occupies a growing share of emotional attention, aesthetic importance and financial allocation. Consumers are seeking greater individuality, sharper styling and higher experiential value. Indian wear is no longer viewed merely as ceremonial clothing; it is increasingly emerging as an expression of identity, confidence and aspiration.

Vedant Fashions remains exceptionally positioned to capitalise on this structural shift. The Company operates with one of the lowest levels of unsold inventory within the global apparel space. Our flagship brand continues to command pricing integrity without a dependence on any discounting. We remain debt-free. Our cost structures remain among the most competitive. Our knowledge capital, built over decades, continues to deepen.

At the same time, we remain conscious that enduring leadership cannot be built through short-term exuberance. Our business is not a sprint designed to deliver temporary headlines. It resembles a long-format Test match where patience, discipline, consistency and strategic clarity determine eventual success. Institutions that endure will be built through years of operational refinement, cultural alignment and prudent capital allocation. With every passing year, we become more convinced that our business model possesses strengths not easily replicable.

Protecting and advancing leadership

At Vedant Fashions, our objective is not merely to retain leadership, but to widen the distance between ourselves and the market.

In the years ahead, the Company will continue to expand into under-penetrated geographies where organised Indian celebration wear remains underrepresented. We will deepen our focus on enhancing same-store productivity and improving customer engagement across our retail network, while continuing to strengthen our MBO cum distribution partnerships and exploring calibrated opportunities in emerging channels such as quick commerce.

The Company will intensify hyperlocal digital communication to engage consumers in more personalised and contextually relevant ways. We will continue investing in brand visibility and consumer recall while ensuring that growth never comes at the expense of our operating discipline.

Our performance during a challenging year reinforced our confidence in the strength of our business model. As consumer sentiment improves, the Company is positioned to capture the opportunities ahead and strengthen its leadership.

I said this last year, and I remain inclined to repeat it with an even greater conviction: Our best is yet to come.

Ravi Modi

Chairman and Managing Director

BIG PICTURE

Indian wear is not apparel. It is India's most visible cultural technology.

It has carried identity, memory, celebration, status, craftsmanship and continuity.

Across 5,000 years.

Empires rose and fell, languages evolved and borders shifted.

And yet.

Indian attire remained one of the few threads connecting generations – across time.

The world's largest living dress code.

Every civilisation leaves behind monuments.

India wears hers.

Across the world, history is preserved in museums, archives and archaeological sites.

In India, history leaves home every morning.

It is draped. It is embroidered. It is pleated. It is tied. It is worn.

A saree in Kanchipuram. A phiran in Kashmir. A bandhani odhani in Gujarat. A mekhela chador in Assam. A sherwani in Lucknow. A mundu in Kerala.

Thousands of expressions. One civilisation.

For more than 5,000 years, Indian attire has survived what few cultural traditions anywhere have even achieved: Continuous relevance.

Not preserved. Practised.
Not remembered. Lived.
Not displayed. Worn.

That makes Indian wear more than mere apparel: one of the world's largest living cultural systems instead.

A language without words

India speaks hundreds of languages.

Yet long before we speak, we communicate.

Through what we wear.

A bride's red.

A priest's saffron.
A groom's sherwani.
A child's pink.
A grandmother's handwoven saree.

Every colour. Every motif. Every weave.

Indian attire has always been more than decoration. It has been about communication.

Where we come from. What we celebrate. What we believe. Who we are.

Few forms of clothing carry such a meaning.

Anywhere.

The original personalisation

Put India's regions side by side and the geography alone tells a story.

A landmass that ranks among the largest nations. A population larger than any. Both combined into one dressing tradition that was never homogenised.

So long before fashion houses spoke about individuality, India had perfected it.

Village by village. Community by community. Family by family.

No single Indian look exists. And that is precisely what makes it Indian.

Hundreds of weaving traditions.
Hundreds of embroidery techniques.
Hundreds of silhouettes.
Thousands of local interpretations.

An extraordinary paradox.

The world's most diverse dress culture united by a shared identity.

Why Indian wear endures

Because occasions endure.

A wedding still needs a sherwani.
A blessing still needs a lehenga.
A festival still deserves colour.

A celebration still seeks splendour.

Technology changes. Consumption changes. Trend changes.

But human emotions remain remarkably consistent.

Joy. Belonging. Pride. Celebration.

Indian wear has always existed at the intersection of these emotions.

Which is why every generation rediscovers it.

Not because it is old. Because it remains relevant.

The new India is not looking back

Something remarkable is happening.

Young Indians are not wearing Indian attire out of obligation.

They are selecting it.
They are hand picking it.

Not because tradition demands it.
Because confidence does.

They are pairing heritage with individuality.

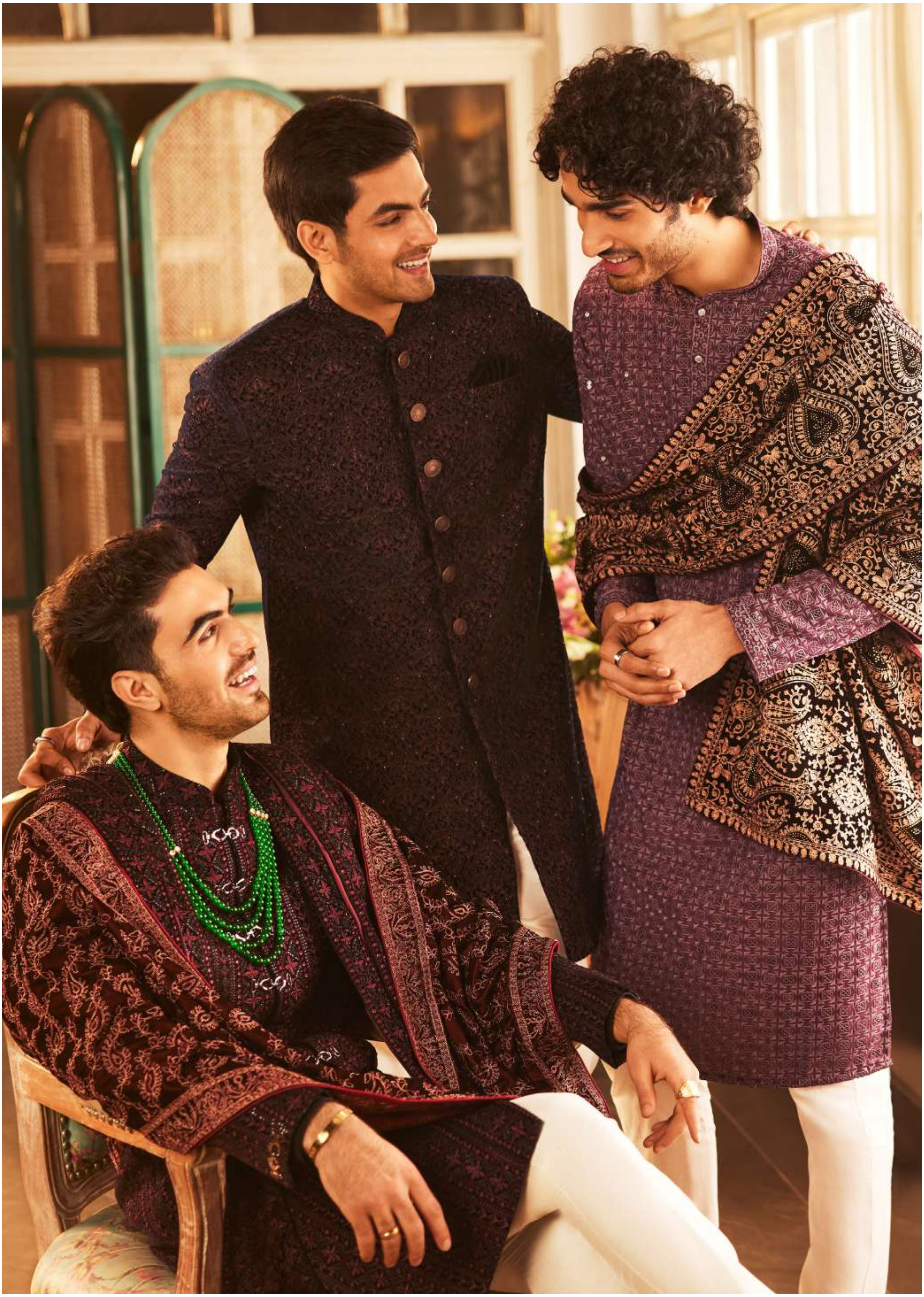
Craftsmanship with contemporary expression.

Culture with aspiration.

The result? Indian wear is no longer confined to ceremonies.

It is becoming a statement.

Of identity.
Of confidence.
Of belonging.



The opportunity we saw

More than two decades ago, when much of organised retail overlooked Indian wear, we saw something different.

We saw one of the world's richest cultural assets waiting to be reimagined.

Not reinvented. But reintroduced.

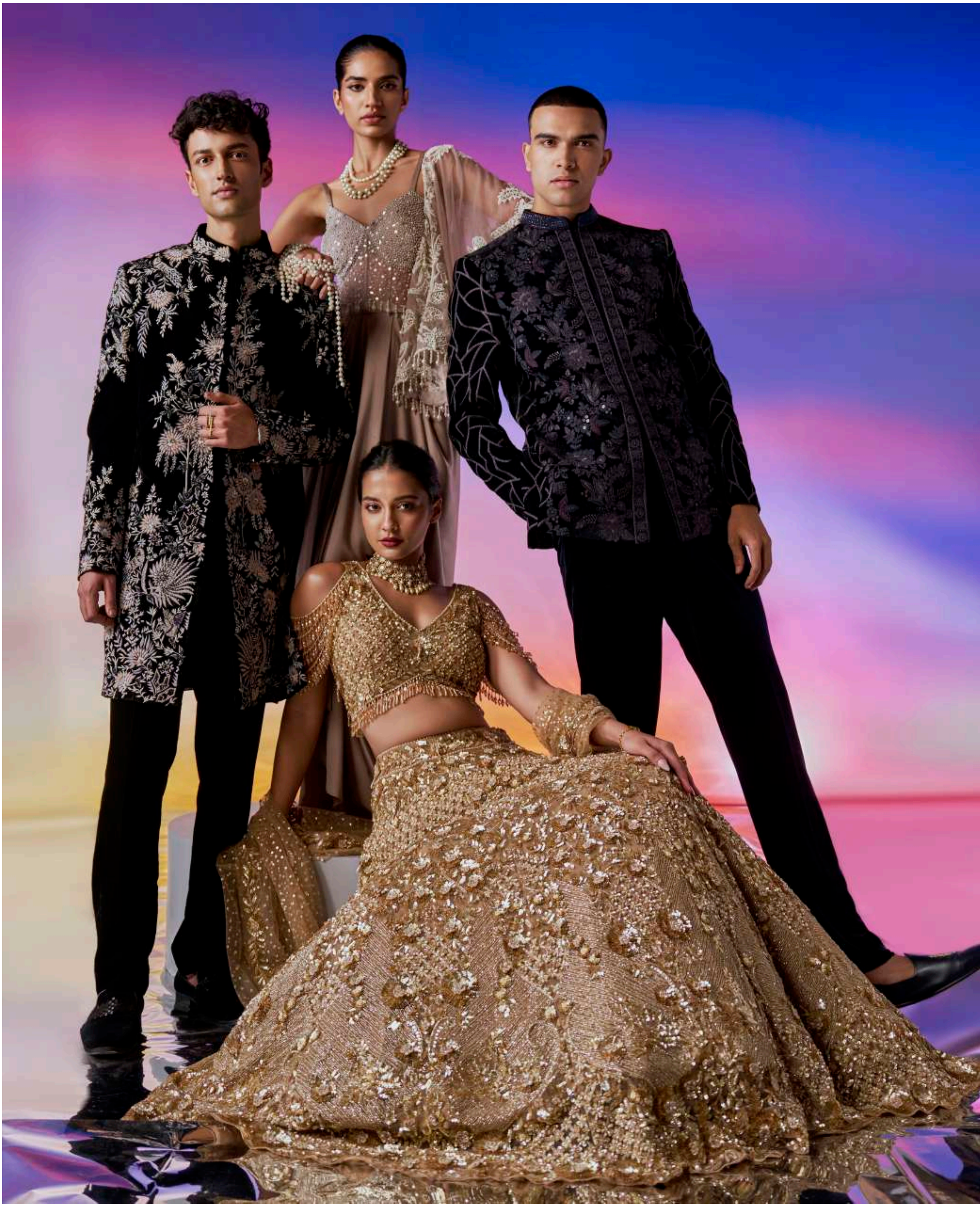
We believed Indian attire deserved the same respect, visibility and aspiration as any global fashion category.

We believed craftsmanship could scale.

We believed tradition could modernise without losing authenticity.

Most importantly, we believed that a rising India would eventually choose to celebrate itself.

That belief became Vedant Fashions.



Exactly what we wanted.

Most companies guard their category.

We have spent years trying to widen ours – deliberately.

Every new entrant into Indian wear is, in effect, doing free work for the category we believe in.

More shelf space, more credibility, more young designers willing to build a career around a ethnic instead of the cocktail dress.

Indian wear has moved from the wedding aisle to the everyday wardrobe.

That migration needed company, not control.

We have been glad to share the road.

‘Proud Indian’ was never a slogan about clothes.

It is our description of the standard we hold ourselves to – in design, yes, but just as much in how our company is run.

Big picture
We are in business for a larger purpose than apparel – a pursuit of excellence that the clothing happens to carry.

Pride
We treat pride as an input to performance, not a by-product of it – pride that is responsible enough to sustain outperformance.

Positioning
We carry the responsibility of projecting an India that achieves, and in doing so, makes the world a little better.

Stakeholder
We measure ourselves by the outcomes we create for every stakeholder we touch, not only the ones closest to the Balance Sheet.

Maximisation
We treat every resource at our disposal as something we are responsible for using fully, not just efficiently.

Technology
We invest in technology aggressively enough to set benchmarks our category has not seen before, anywhere in the world.

‘Proud Indian’ represents more than a brand expression; it reflects the standard we hold ourselves to in everything we do. It is about pursuing excellence with purpose, taking pride in performance, using technology to raise benchmarks, maximising every resource responsibly and creating meaningful value for all our stakeholders. Through this philosophy, we seek not only to represent an India that achieves, but also to contribute to a future that is more responsible, progressive and better - for all.

Living our role as a 'Proud Indian.'

Pursuit of excellence
The standard we hold beyond category norms.

Sustainable outperformance
Pride translated into results that last.

Making the world better
An Indian success story with outward value..

Leverage technologies
Benchmarks set, not just matched.

Resource maximisation
Full use, not just efficient use.

Stakeholder value
Outcomes for everyone the business touches.

5 things we refuse to compromise on

We are in business for pride first; profit follows it.

We do not call it 'ethnic.' We call it what it is: Indian wear.

We not only design, make and market Indian wear – we champion it.

We practise what we preach. Indian wear is what we wear to our own office.

We are not only growing the market – we intend to keep capturing a larger share of that growth.

Our dream: Only Indian wear, in every wardrobe.

The Vedant Fashions business model: *Why it remains relevant*

India does not just wear clothes.
India wears occasions.

At Vedant Fashions, we have always believed that the Indian wardrobe is not driven by seasons - it is driven by celebrations.

Every sari chosen for a daughter's wedding, every sherwani fitted for a groom, every lehenga that catches the light at a reception.

Each is a moment that holds an entire family's emotion.

We exist to be at the centre of those moments - not merely as a retailer.

But as the custodian of India's celebration identity.

1 The wedding universe: India's greatest consumer occasion

India's wedding economy continues to represent a significant driver of domestic consumption and trade. The scale of wedding activity across the country underscores the continued economic significance of celebrations, with wedding related consumption spanning apparel, jewellery, hospitality, catering, decor, travel, entertainment and other allied categories.

Within this ecosystem, apparel represents a meaningful component of wedding expenditure. This, however, understates the true scale of the opportunity, as a significant portion of the market remains informal and unbranded. Vedant Fashions is positioned to participate in and accelerate the shift towards organised, branded consumption across the diverse occasions that define the Indian wedding journey.

The multi-ceremony wedding economy

The modern Indian wedding has evolved from a single ceremony into a multi-day, multi-event cultural festival. For a typical urban wedding, couples and their families now navigate across seven or more distinct occasions – each demanding a separate and carefully chosen outfit.

▶ Roka / Engagement ceremony	▶ Mehendi evening
▶ Haldi ceremony	▶ Sangeet night
▶ Cocktail / Pre-wedding party	▶ Wedding ceremony *(baraat and vidai)*
▶ Wedding reception	▶ Post-wedding brunch / Grihapravesh

This multiplication of occasions is a structural tailwind of unparalleled magnitude for Vedant Fashions. Where one wedding date previously generated one transaction per customer, the multi-ceremony format now generates multiple transactions – often for the bride, groom, mothers, fathers, siblings, and relatives. The entire family dresses best, repeatedly, across a week-long celebration arc.

Destination weddings: The fastest growing format

Destination weddings – those conducted in resort cities, heritage palaces, hill stations, and beach venues – have moved from niche luxury to mainstream aspiration. The WedMeGood Wedding Industry Report 2025 confirms that one in four Indian weddings today is a destination wedding. This format, by its nature, amplifies outfit spend: guests require travel-appropriate, yet occasion-worthy, attire for multiple events across multiple days. The destination wedding is, for the Indian celebration wear market, both a volume and value driver.

Rising spend per wedding

Indian families are choosing to spend more, not less, on wedding celebrations. Rising disposable incomes – particularly in Tier 1 and Tier 2 cities – combined with smaller nuclear families that invest more per wedding, have structurally shifted average wedding spend upward. The Indian wedding is not a discretionary indulgence; it is a cultural obligation with growing financial muscle behind it.

2 The extended celebration calendar: Beyond the wedding day

Every wedding spawns a constellation of events – and every event is an outfit opportunity.

The Indian consumer's celebration calendar has become significantly more dense and ambitious than it was a decade ago. Vedant Fashions has identified a structural shift: the occasions that demand formal Indian celebration wear are no longer confined to the wedding itself but extend across a rich ecosystem of ancillary events, family milestones, and community gatherings.

Pre-wedding festivity economy

▶ Engagement parties with 100–500 guests	▶ Dhol nights and DJ sangeets at hotels
▶ Haldi ceremonies now staged as photo-ops	▶ Bachelorette trips with ethnic dress codes
▶ Bridal showers with Indian fusion attire	▶ Grihapravesh and homecoming receptions

Each of these events now carries a distinct 'look' – separate from the wedding day itself. Guests expect and plan for individual outfits per event, particularly as social media has made every pre-wedding occasion a photographed moment. This social-media-driven aspiration for distinct looks across multiple events is one of the most powerful demand drivers in the celebration wear segment today.

Festivals: The 365-day opportunity

India's festival calendar creates what is essentially a year-round demand cycle for celebration wear. Diwali, Eid, Navratri, Dussehra, Baisakhi, Pongal, Onam, Bihu, and Christmas – these are not single-family occasions. They are community-wide celebrations where appearance matters and new outfits are the norm, not the exception. Research confirms that Indian consumers increased their spending on clothing as the leading category for festive purchases, ahead of even gold and jewellery.

Vedant Fashions' multi-brand architecture – spanning Manyavar, Mohey, Twamev, Mebaz, and Diwas – ensures the Company can capture spend across this entire festival spectrum, from the value-seeking young professional buying a Diwas kurta for a college Dussehra celebration, to the established family patriarch selecting a Twamev or Manyavar ensemble for a formal Diwali gala.

3 Public events: A new frontier for Indian wear

India's events economy is generating entirely new occasions for celebration dressing.

A phenomenon that Vedant Fashions has observed with growing excitement is the rapid emergence of public events as a meaningful driver of Indian wear demand. India's organised events sector – encompassing sports, entertainment, music, spiritual events and cultural spectacles – has grown into a powerful new occasion category that did not exist at a meaningful scale a decade ago.

The IPL and live sports: National festivals with dress codes

The Indian Premier League has evolved beyond cricket into a national cultural event, where every match becomes an occasion to celebrate, gather and dress up.

Beyond the IPL, India's live events ecosystem, spanning concerts, comedy, film premieres, fan meets and music festivals, is expanding rapidly. These occasions are creating new moments for consumers to express themselves through what they wear, including a growing preference for Indian attire.

Corporate events and professional celebrations

India Inc. has rediscovered Indian wear as the preferred attire for corporate celebrations, awards nights, office Diwali parties, product launches, and company milestones. Indian wear on a corporate occasion sends a signal of confidence, cultural pride, and executive identity – a positioning that resonates strongly with Vedant Fashions' aspirational brand values.



4 Aspirational dressing: The celebrity–influencer demand engine

When a Bollywood star wears it, a million customers want it. India's celebrity-to-consumer fashion pipeline has never been more powerful.

One of the most significant structural shifts in India's fashion landscape over the last decade has been the democratisation of aspirational dressing. Bollywood has long set fashion trends, but what has changed is the speed, reach, and precision with which celebrity looks translate into consumer purchasing behaviour - and the scale at which Indian wear specifically has benefited from this dynamic.

Bollywood's Indian wear revival

The modern Bollywood canon is saturated with iconic ethnic wear moments that have directly driven mass demand. Films like *Kalki 2898 AD, Rocky Aur Rani Kii Prem Kahaani*, and traditional wedding films have placed Indian celebration wear at centre stage, inspiring millions of viewers to seek similar looks for their own occasions. Celebrities like Deepika Padukone, Ranveer Singh, Alia Bhatt, Kiara Advani, and Rashmika Mandanna command influence over India's fashion choices – particularly in the ethnic and celebration wear segment.

Vedant Fashions' Made for Each Other campaign featuring Rashmika Mandanna and Vijay Deverakonda crossed 1 billion views in FY26 – a testament to the power of aspirational celebrity association in driving brand consideration and purchase intent at national scale.

The influencer multiplication effect

Instagram and YouTube have created an entirely new layer of the celebrity-to-consumer fashion pipeline: the micro-influencer. Millions of content creators across India now film 'Get Ready With Me' videos, ethnic wear hauls, bridal lookbooks, and sangeet styling guides – directly referencing celebrity looks and making them accessible to a mass audience.

Vedant Fashions was recognised in 2025 at the afaqs! Marketers' Excellence Awards for 'Best Use of Influencers on Instagram' and 'Best Use of Influencers' – a recognition of the Company's sophisticated and measurable approach to this channel. The influencer architecture that Vedant Fashions has built is not a media buy; it is a culture-shaping programme that places the Company's brands at the heart of how Indians across income strata aspire to dress for their most important moments.

Global Indian Pride: The NRI demand wave

The Indian diaspora, estimated at nearly 35 million people globally and recognised as the world's largest, represents a significant opportunity for Vedant Fashions. The Company serves this audience through a growing international footprint spanning 17 stores across the USA, UAE, Canada, the UK and Australia.

A parallel and powerfully growing demand vector is the Non-Resident Indian community worldwide. Emboldened by global celebrity moments – from Indian designers appearing on international runways to Western celebrities being photographed in Indian attire – the NRI consumer is experiencing a renaissance of cultural pride.



5 The premiumisation wave: India aspires upward

India's consumers are not just spending more on Indian wear – they are spending more on better Indian wear.

India's luxury fashion market was valued at approximately USD 9.85 billion in 2025, with clothing continuing to dominate the segment with a 61% market share. (Source: IMARC Group)

Among the most significant and durable trends shaping India's apparel landscape is the structural shift toward premiumisation. Across income cohorts, Indian consumers are trading up – choosing branded, quality-assured celebration wear over unbranded tailored alternatives.

This is not a short-term preference; it reflects a fundamental change in how Indians perceive value, identity, and the relationship between occasion significance and outfit quality.

Rising per capita apparel spending

India's per capita apparel spending has grown consistently with projections indicating continued upward momentum. As household incomes rise – particularly in Tier 2 and Tier 3 cities – and as the personal income tax reductions announced in the Union Budget 2025 leave more disposable income in consumer hands, the premium apparel segment is poised to benefit disproportionately.

Mid-premium and premium: the sweet spot

The mid-premium and premium segments remain important areas of opportunity within India's evolving apparel market, supported by rising aspirations, urbanisation and increasing consumer engagement with branded apparel. While near-term demand in the mid-premium segment has faced some moderation, the underlying consumer preference for differentiated products, trusted brands and occasion-led fashion remains resilient. Vedant Fashions is well positioned across these evolving preferences, with Manyavar and Mohey addressing the mid-premium segment, Twamev serving the premium segment, and the recently launched Diwas extending the portfolio towards the value-to-mid-premium space for younger consumers and Gen Z celebration occasions.

Twamev: Capturing the premiumisation opportunity

The launch and ongoing scaling of Twamev – the Company's premium men's and women's celebration wear brand – is a deliberate and strategic response to this premiumisation trend. Positioned between Manyavar's mid-premium positioning and true luxury boutiques, Twamev offers elevated design, superior fabric, and an upscale retail experience for the Indian consumer who has outgrown mass-market celebration wear but is not yet ready for bespoke luxury pricing. As India's upper-middle class expands and India's HNWI population reached approximately 3.9 lakh in 2025, reflecting the continued expansion of the country's affluent consumer base – Twamev is positioned to capture a disproportionate share of this growing cohort.

(Source: Money Control)

Quality over quantity: The mindful premium consumer

A nuanced but important shift within the premium consumer segment is the emergence of the 'mindful premium' buyer – an individual who prefers to purchase fewer, better-quality pieces rather than many lower-quality outfits. For celebration wear, this translates directly into an increased willingness to invest significantly in a single sherwani, lehenga, or kurta set that will be the centrepiece of a high-stakes occasion. This consumer is not price-sensitive; they are quality-sensitive and occasion-aware – the ideal profile for Vedant Fashions' no-discount, no-end-of-season-sale brand philosophy.

Manyavar's brand discipline of maintaining full prices year-round - no end-of-season sales, no discounts - is not a constraint; it is a brand equity statement. It signals to the aspirational Indian consumer that Manyavar celebrates heritage, worn once but remembered forever.

6 The convergence: Why Vedant Fashions is perfectly placed

Four powerful secular trends are converging – and they converge at Vedant Fashions.

Taken individually, each of the four demand drivers described in this Big Picture section – the growing wedding economy, the expanding celebration calendar, the celebrity-influencer demand engine, and the premium aspiration wave – represents a powerful growth catalyst for Indian celebration wear. Taken together, they represent a once-in-a-generation structural opportunity.

What makes this opportunity particularly compelling for Vedant Fashions is that the Company has spent 24 years building precisely the capabilities, brand assets, and network infrastructure needed to capitalise on all four simultaneously:

▶ Pan-India retail presence across worldwide to serve the expanding wedding geography	▶ Multi-brand portfolio spanning value to premium to capture all aspiration levels
▶ Celebrity brand ambassadors who directly fuel the look-replication demand engine	▶ Franchise-led, asset-light model to scale alongside India's rising occasion frequency
▶ Digital and influencer programme to translate celebrity moments into store walk-ins	▶ International store presence to serve the NRI celebration wear demand
▶ No-discount brand philosophy that reinforces premium positioning	▶ VFL Parivaar AI platform ensuring consistent customer experience at scale

LANDSCAPE

The Indian wedding economy: *A powerful engine of consumption*

Overview

India's wedding economy is one of the most resilient and dynamic drivers of domestic consumption.

Weddings in India are no longer confined to social rituals - they have evolved into multi-dimensional economic ecosystems, driving demand across apparel, jewellery, hospitality, catering, logistics, and a wide network of ancillary services.

Rising value per wedding: A structural shift

The Indian wedding landscape is undergoing a transformation, where scale is being complemented by premiumisation.

Several factors are contributing to this shift:

- Rising disposable incomes, particularly across urban and semi-urban India, are resulting in a higher discretionary spending
- Weddings are increasingly viewed as experiential events, with themed celebrations, destination venues, and curated experiences
- Inflationary trends, especially in gold and services, are elevating overall ticket sizes
- A cultural evolution towards multi-day, multi-function celebrations is expanding the consumption envelope

As a result, even with marginal fluctuations in wedding volumes, the economic value of the wedding ecosystem continues to grow at a faster pace.

A strong pillar of domestic demand

A defining feature of India's wedding economy is its deep-rooted domestic orientation. Over 70% of wedding-related purchases are sourced locally, spanning apparel, jewellery, décor, and services. (Source: CAIT)

This creates a powerful multiplier effect:

- Boosting MSMEs and regional artisans
- Supporting textile clusters and traditional crafts
- Driving employment across formal and informal sectors
- Strengthening India's consumption-led growth story

Apparel and ethnic wear: At the heart of India's celebration spending

Apparel and textiles account for approximately 10%-15% of the total wedding economy, making them one of the most integral categories within the ecosystem.

Key demand drivers include:

- Bride and groom ensembles, often involving multiple outfit changes across ceremonies
- Family and guest wardrobes, reflecting the scale and social significance of Indian weddings
- Increasing demand for coordinated, theme-based and occasion-specific attire
- Growing preference for premium fabrics, intricate craftsmanship, and designer-led aesthetics

Additionally, the rise of destination and themed weddings is elevating the demand for high-value, curated apparel, reinforcing the trend towards premiumisation.

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: The Hindu.com)

Second largest by wedding spending

India ranks second globally in wedding spending. For Vedant Fashions, this significant and recurring expenditure represents a substantial opportunity to deepen its presence across wedding and celebration wear.

Country	Market (US$ bn)
China	170
India	130
USA	70

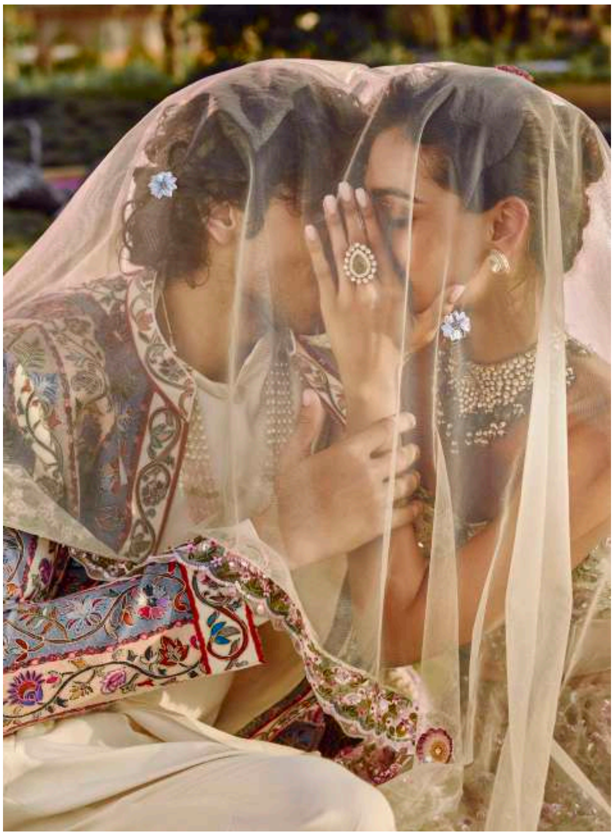
(Source: CDC, The Knot, CEIC, Ministry of Civil Affairs (China), Confederation of All India Traders (CAIT), Jefferies)

Attire at the forefront of wedding spending

Weddings serve as a key demand driver for apparel, reflected in the prioritisation of spending, where a significant share of the overall budget is allocated towards clothing and accessories, making it one of the primary expenditure categories during such occasions.

Segment	Approx. share
Venue and catering	30–35%
Jewellery	15-25%
Decor and setup	10-15%
Apparel and fashion	10–15%
Photography and entertainment	5–10%
Others	10–15%

(Source: Kotakmf.com)



Largest by wedding spending per capita

Countries	Wedding expense / GDP per capita (x)
India	5.0-5.1
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 branded wedding and celebration

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

	Branded (%)	Unbranded (%)
FY15	10	90
FY20	15-20	80-85
FY25	28-32	68-72

(Source: Angel One, The Hindus, The Knot Worldwide, Company Report (2025), IMF, Jefferies)

CHIEF FINANCIAL OFFICER'S PERSPECTIVE

Rahul Murarka
Chief Financial Officer

How we strengthened financial resilience while investing for growth in FY 2025-26

Overview

During 2025-26, Vedant Fashions demonstrated the strength of a business built on enduring fundamentals. The Company recorded revenue growth, preserved healthy profitability, generated strong cash flows, remained debt-free and further strengthened its Balance Sheet. These outcomes were the result of disciplined execution, prudent capital allocation and strong business model.

Financial comfort

The Company continued to preserve the strength of its core fundamentals during the year, as reflected in the substantial accretion to its net worth.

As on 31 March	FY24	FY25	FY26
Net worth (Rs. mn.)	16,019	17,863	19,643

Revenues

The Company delivered growth in revenue from operations of 3.5% during FY2025-26. Retail sales, representing sales to our customers, crossed the significant milestone of Rs. 20 billion, registering growth of 6.1% over FY25. This performance reflected the continued strength of our brands and retail network despite a relatively softer demand environment.

Year	FY24	FY25	FY26
Revenue (Rs. mn.)	13,675	13,865	14,355

Protecting profitability amid margin headwinds

Our approach to cost management has never been an event-driven exercise; it is a continuous discipline embedded in how we run the business. During FY26, we remained focused on protecting profitability through operational efficiencies, disciplined working capital management and prudent cost optimisation across the network.

The revision in GST applicable to the majority of products in the category, from 12% to 18%, effective September 2025, created a headwind for the business and increased the cost burden for consumers. Rather than passing the entire impact on to customers, we absorbed a substantial portion to protect product affordability and preserve long-term brand equity. The GST rate increase impact, coupled with the impact of a negative operating leverage on account of fixed expenses and continued investments in employees, technology, marketing and retail operations ahead of corresponding revenue growth in a softer demand environment, moderated our margins during the year.

The Company also incurred a one-off charge of approximately Rs. 16.17 million arising from the implementation of the new labour code.

Despite these pressures, the underlying business remained resilient. Retail operating indicators improved through the year, reflecting the strength of our brands and operating model. We remained focused on balancing near-term profitability with investments that support the long-term health of the business.

As on 31 March	FY24	FY25	FY26
Gross margin (%)	67.2	67.2	65.7
EBITDA margin (%)	48.6	46.6	44.3
PAT margin (%)	30.3	28.0	26.2

Importantly, the moderation in profitability did not compromise the quality of our earnings or the financial strength of the Company.

Credit rating

The Company's financial resilience and prudent capital management continued to receive external validation during the year. CRISIL Ratings Limited reaffirmed the Company's long-term bank facilities rating at AA/Stable, reflecting a confidence in its strong credit profile, financial fundamentals and ability to sustain performance across business cycles.

Year	FY24	FY25	FY26
Credit rating	CRISIL AA/ Stable	CRISIL AA/ Stable	CRISIL AA/ Stable

Disciplined working capital management balancing growth, brand and shareholder returns

The strength of our business model was particularly evident in our cash generation.

Cash conversion ratio (based upon operating cash flow to PAT, excluding finance income) improved sharply to 98% in FY26 from 69% in FY25, reflecting disciplined working capital management, timely collections, efficient inventory management and strong earnings quality.

At the end of FY26, the Company had Rs. 12,255* million in cash and cash equivalents, including investments. This liquidity enabled us to fund growth initiatives, technology investments and shareholder returns while maintaining our debt-free position and financial discipline.

Year	FY24	FY25	FY26
Cash and cash equivalents* (Rs. mn)	9,809	10,681	12,255

*Includes investments

Shareholder returns remained a consistent priority through the year, with the Company maintaining a dividend payout of ~50% of PAT. At the same time, we continued to invest selectively in technology, analytics and digital capabilities, doing so in a manner consistent with our asset-light operating philosophy.

Financial governance and internal controls

Our focus on disciplined governance and risk management was recognised for the year under review through the Masters of Risk Award at the India Risk Management Awards (IRMA) hosted by CNBC-TV18 and ICICI Lombard. The recognition reinforced our approach to identifying, assessing and managing risks proactively across the business and reflects the strong governance, financial controls, and risk management framework in the Company.

As we continued to scale, our focus remained on maintaining robust financial controls, disciplined capital allocation and an appropriate risk management framework. These practices were integral to protect the resilience of our business and supporting sustainable value creation.

Financial priorities (Our management's perspective)

Looking ahead, our priorities remain centred on increasing revenue growth while maintaining healthy and strong margins. We will continue to invest selectively in AI-enabled technologies, analytics and digital capabilities to enhance marketing effectiveness, supply chain responsiveness and business decision-making.

Our debt-free Balance Sheet, strong liquidity, disciplined capital allocation and efficient operating model provide a strong foundation for the next phase of our growth. We remain focused on improving business performance while maintaining healthy and strong margins, alongside continued investments in our brands, capabilities and technology. This balanced approach will enable us to strengthen the business while creating sustainable long-term value for all our stakeholders.

Rahul Murarka
Chief Financial Officer

The kind of picture that explains why we are in business

Three attributes sum this picture up.

Family. Celebration. Indian wear.

So that when people remember some of their most memorable moments, Indian wear resides at the core of their memory.

CHIEF DIGITAL AND MARKETING OFFICER'S PERSPECTIVE

From merely selling celebration wear to shaping India's celebration culture

Overview

India does not simply get married. It plans, styles, rehearses, dances, films, posts and celebrates its way to the mandap.

The guest list may be getting shorter; the celebration calendar is not.

One wedding now comprises multiple events, each with its own mood, theme, location, colour, music, photographs - and wardrobe.

During the last decade, this transformed the consumer and the marketing function.

The result is that in the last few years, Vedant extended beyond asking, 'How do we sell more celebration wear?' and began asking a larger question: 'How do we help India celebrate more memorably?'

Responsiveness

Vedant responded to this structural shift with a differentiated mindset.

The company extended beyond seasonal advertising. It guided, informed, entertained and inspired consumers across the complete celebration journey.

This approach translated into a differentiated treatment of our different brands.

For Manyavar, our flagship brand, we were no longer satisfied with being the first brand consumers recalled when they needed a wedding wear. We sought to become the brand they turned to when they needed to understand what to wear, how to style it and how to navigate the increasingly elaborate world of Indian celebrations. The ambition extended from merely category leadership to category thought leadership as well.

The groom entered the planning room

There was a time when the groom's involvement in wedding fashion could be summarised in one sentence: 'Tell me what to wear.'

That groom is changing. Our consumer research indicated that men were participating more actively in wedding planning, developing distinctive fashion preferences and seeking a greater feedback on dressing for different occasions.

They were no longer simply coordinating their clothes with that of the bride. They were building a celebration identity of their own. This reality has helped expand the groom's wardrobe. One or two outfits are no longer enough; events like Haldi, Mehendi, Sangeet, Evening events, Wedding and Reception now warrant distinct non-repeat appearances, silhouettes, colours and styling choices.

The Manyavar opportunity, therefore, extends beyond providing apparel; it lies in simplifying choices.

More occasions. More camera angles.

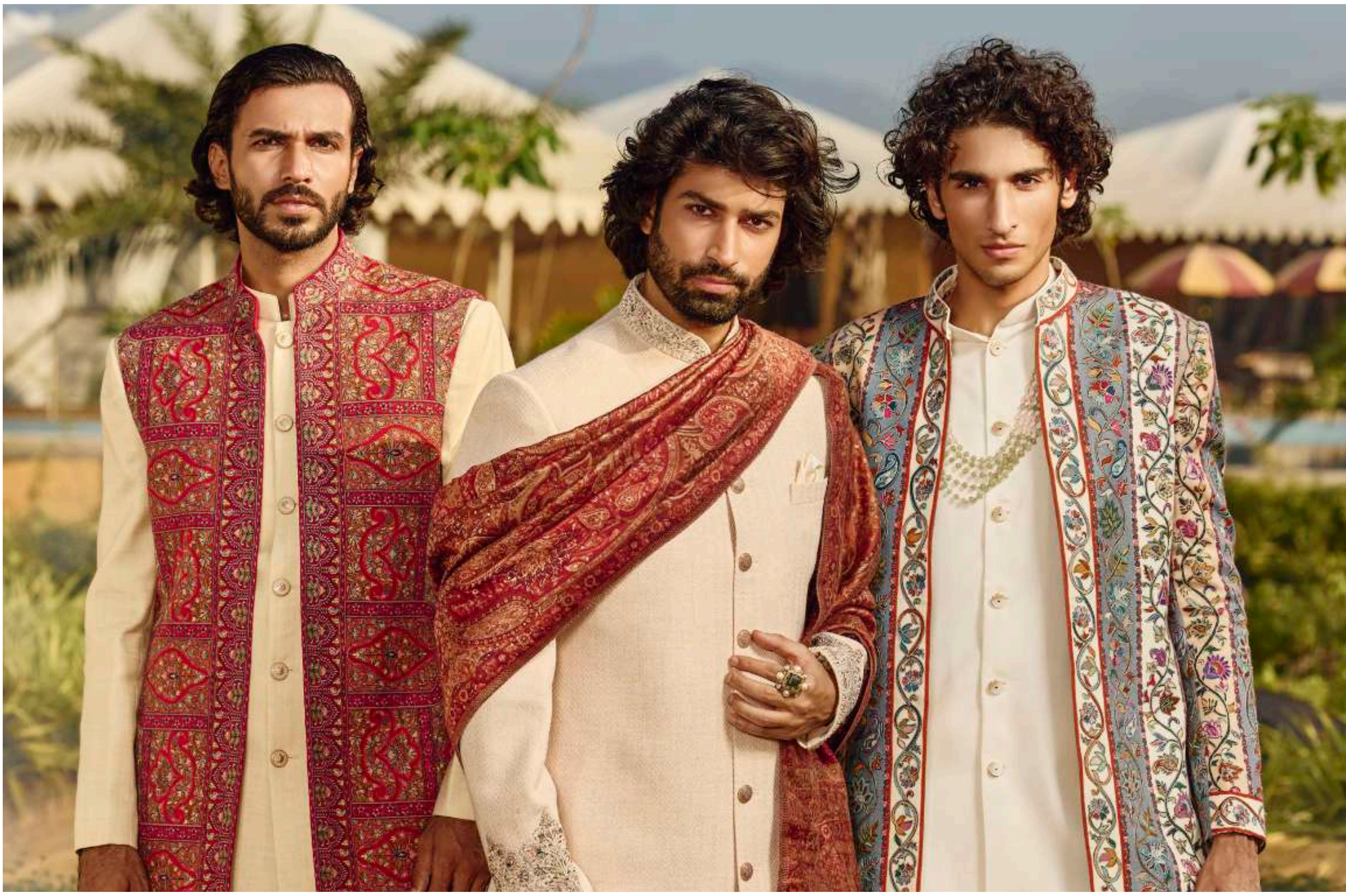
Indian weddings are also becoming events for identity promotion.

Every wedding moment is now camera-ready. The modern wedding is designed not only for those present, but also for a global digital audience through photographs, reels, stories and videos.

What wedding participants wear is playing a larger celebratory role. Customers are seeking more personalisation across colour, styling, silhouettes and themes. They want each look to feel appropriate for the occasion, consistent with the larger wedding aesthetics and distinctive enough to be remembered.

In view of this, our marketing can no longer speak only about a product but speak about the moment the product helps create.

One portfolio.
Five distinct celebration roles.



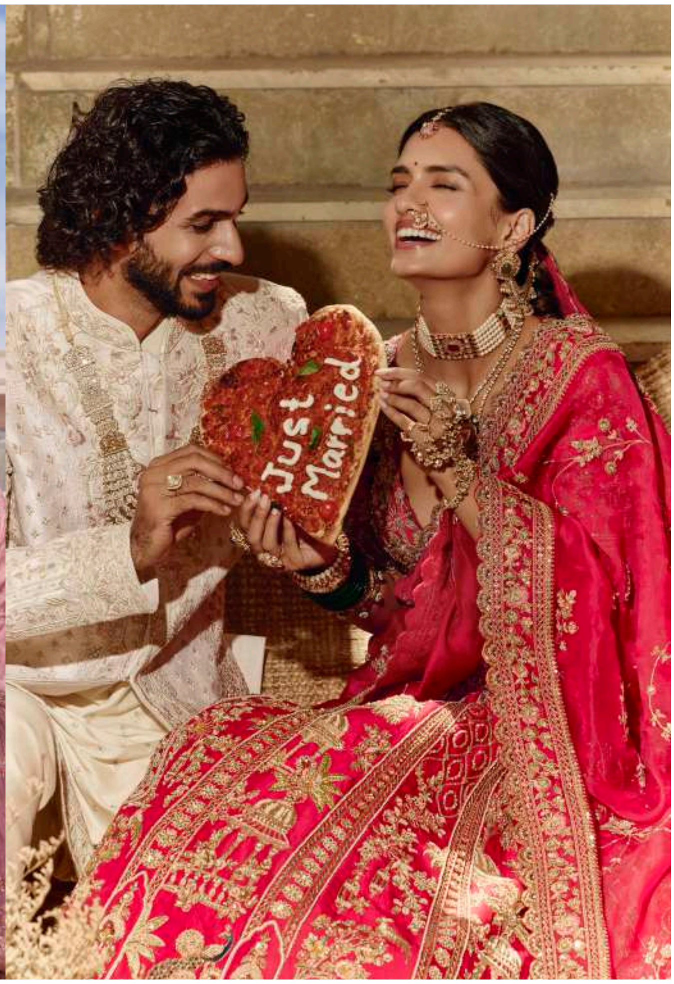
MANYAVAR: From wedding wear authority to celebration authority

During FY 2025-26, Manyavar's communication extended beyond the conventional wedding-season calendar.

Brand imagery widened beyond sherwanis to represent the complete spectrum of men's celebration wear. Communication helped consumers understand different wedding occasions, the attire appropriate for each and the styling possibilities available across the Manyavar portfolio.

Celebrity campaigns continued to create cultural scale. Proprietary content and expert-led education added depth. Fashion-oriented storytelling strengthened Manyavar's relevance among younger consumers.

The objective was clear: when the Indian groom had a celebration question, Manyavar would have an answer.



MOHEY: From one bridal moment to the complete celebration wardrobe for brides and bridesmaids

Mohey sustained its evolution from a bridal lehenga specialist into a comprehensive destination for women's celebration wear.

Our research indicated that consumers recognised the brand's traditional strength but did not always associate it with contemporary fashion expression.

This insight shaped the Mohey Rang Do campaign.

The campaign celebrated colour, individuality, styling possibilities and the many moods of the modern Indian celebration. Communication widened beyond bridal lehengas to include sarees, Indo-Westerns and occasion wear.

The message was simple: there is no single colour, silhouette or rulebook for how a woman should celebrate.

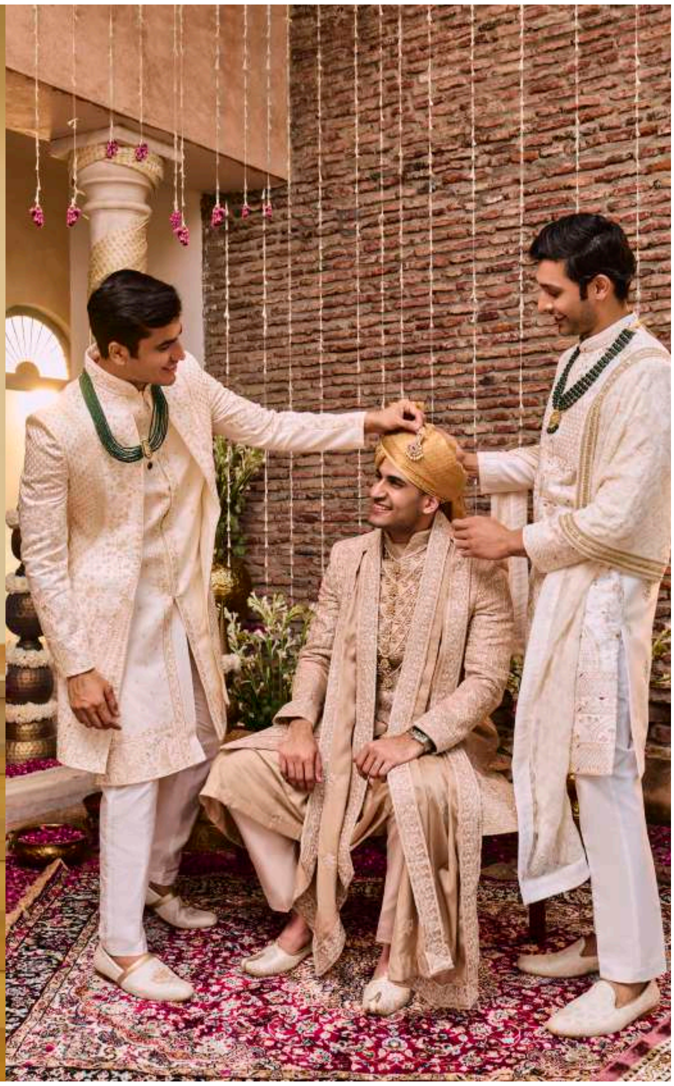
TWAMEV: When celebration moves up

Twamev continued building aspirations around contemporary Indian luxury.

Product storytelling remained at the centre of its communication, supported by experiential events, premium collection launches and elevated visual narratives.

Twamev was positioned as the natural upgrade path for consumers seeking a more refined and individual expression of Indian celebration wear.

The brand did not merely offer more ornamentation; it offered a considered point of view.



DIWAS: Building the digital aisle for festive wear

Diwas continued pursuing a digital-first growth strategy.

During the year, the brand strengthened its presence across Myntra, Amazon, Flipkart, AJIO, TATA Cliq and Nykaa Fashion. It also expanded visibility across quick-commerce platforms such as Blinkit, Instamart and Zepto to build awareness around occasion-led and last-minute purchases.

For Diwas, the opportunity was larger than promoting individual products. It was about building the online category itself, making ethnic, festive and occasion wear easier to discover, consider and purchase across the platforms where younger consumers already spend their time.

MEBAZ: One family. Many generations. Every celebration

We saw a clear shift in how consumers were engaging with the brand.

Consumers were already visiting the Mebaz brand for festivals, family occasions and celebrations beyond weddings.

The consumer had expanded the brand's role before the communication had.

During the year, we responded by repositioning Mebaz from a wedding retailer to a complete celebration destination under the thought, 'Celebrations Begin with Mebaz.'

Communication broadened to address different generations within the family, creating a brand world in which everyone could find a reason and a look to celebrate.

Advertising interrupts. Good content earns an invitation.

We increasingly view content as a long-term strategic asset, not a campaign leftover. During FY 2025-26, our content investments expanded across podcasts, creator collaborations, educational formats, expert-led conversations and digital storytelling.

The shift was rooted in a simple belief: consumers may skip an advertisement, but they stay for content that answers a real question, solves a genuine problem or tells a story worth following. Our understated content generated stronger engagement, reinforcing our belief that the best way to build consumer attention is not always to demand it.

Our objective was therefore not to produce more content, but to create entertaining and useful content around Indian celebrations. By consistently helping consumers make better decisions, we aim to build a relationship that goes beyond advertising and strengthens our position as an authority in the category.

1 Building influence across every consumer touchpoint

Celebrities can create a moment, while creators and communities can deepen the conversation.

Our influencer strategy brought together celebrities, fashion and lifestyle creators, and category experts to play different roles across the consumer journey.

During FY 2025-26, we expanded this ecosystem to include wedding planners, photographers, stylists, recently married couples and real consumers, adding reach, expertise, cultural relevance and relatability to our brand communication.

Together, these voices helped consumers discover our brands, imagine their looks and make more confident choices, creating a richer consumer experience than any single form of endorsement could deliver.

2 The first store visit often happens before the customer leaves home

The journey may end inside a store but increasingly begins on a screen.

A consumer may discover a look on Instagram, watch a wedding conversation on YouTube, hear a podcast on Spotify, save a creator's recommendation and search for the nearest store before she or he interacts with a member of our retail team.

Effective marketing connects these moments.

During the year, our investments strengthened the journey from digital discovery and inspiration to store visits and final purchases.

Traditional media continued to play a selective role, particularly in markets where family participation remained a strong influence on wedding and celebration purchases.

3 Make the store impossible to walk past

4 Choice attracts customers. Confidence empowers them to buy.

A great store cannot sell if the neighbourhood does not notice it.

During FY 2025-26, we introduced several hyperlocal visibility pilots across important wedding markets.

Decorative lighting, branded street furniture, planter branding and neighbourhood activations helped our stores stand out in visually cluttered retail environments.

Store launch campaigns combined CRM outreach, influencer engagement, digital marketing and local advertising to accelerate awareness and visits.

Our local marketing approach was adapted to the character of each market. What created visibility in a metropolitan destination may not have created the same response in a small city. Media behaviour, family influence, retail density and regional celebration patterns differed significantly.

The brand remained consistent; the activation became local.

Vedant Fashions offers a wide category assortment, reflecting the diverse preferences shaped by region, occasion, community, climate and purchasing power.

Our regional merchandising approach adapts collections to local tastes while preserving each brand's identity.

Store teams complemented this breadth with styling guidance, while a responsive supply chain helped improve product availability across stores.

Carefully designed entry-level price points further enabled access across markets without compromising brand perception.

The underlying principle remained simple: turning variety into relevance and assortment into assurance.

5 Views are useful. Footfalls are better. Conversion is better still.

Marketing effectiveness is less understood through impressions alone.

A campaign can be widely viewed but remain commercially irrelevant. It can reach a smaller but interested audience and influence consideration, footfalls and purchases.

At Vedant Fashions, we evaluated marketing across consumer and business indicators, including campaign reach, engagement, cost per acquisition, return on advertising spend, store footfalls, CRM effectiveness, marketplace conversion, Google store ratings and customer satisfaction.

This measurement matrix helped optimise campaigns while they were active instead of analysing their performance after they had ended.

The purpose then was not to collect more data but make better decisions.

6 Brand building created desire. Demand generation removed the doubt.

Long-term brand campaigns continued building emotional equity across our portfolio.

Tactical marketing played a different role. It addressed the practical barriers that could prevent a consumer from purchase.

Is the brand relevant for this occasion? Will the product suit the theme? Is the right size available? Is the store nearby? Does the price offer value? Can the consumer trust the styling recommendation?

Our omnichannel initiatives increasingly addressed consideration, conversion and purchase confidence, not merely awareness building.

Brand building and demand generation then were not competing objectives. One created preference; the other helped the consumer act on it. Our most effective marketing did both.

Marketing priorities

Manyavar will continue evolving from a brand associated primarily with sherwanis into a complete celebration wear destination.

We will strengthen its relevance among Gen Z and younger consumers through more contemporary, fashion-forward and platform-native communication.

We will accelerate digital-first and AI-enabled content creation while preserving the human insight, cultural intelligence and emotional storytelling that make celebration communication effective.

Our creator communities will become deeper and more specialised. Expert-led educational platforms will expand. Consumer insight will continue guiding how we remove hesitation, simplify decisions and improve brand consideration.

We will integrate digital inspiration more closely with the physical retail journey so that the transition from discovering a look to experiencing and purchasing becomes increasingly seamless.

Most importantly, on the overall, we will continue building Vedant Fashions as more than a portfolio of brands that markets clothing for celebrations. We will continue building a portfolio that understands why India celebrates, how those celebrations are transforming and what the consumer needs to be prepared.

Because the next phase of category leadership will not belong only to the brand with the most stores, the widest reach or the largest campaigns. It will belong to the brand that understands the celebration best.

Anand Narang
Chief Digital and Marketing Officer

CASE STUDY 1

The Manyavar Shaadi Show: When a brand stopped talking and started hosting the conversation

Background

A wedding may last a few days. Planning consumes months.

Our research revealed that modern grooms wanted more than products. They wanted practical guidance on what to wear across different wedding occasions. They felt overwhelmed by the planning and preferred authentic advice over overt promotional communication.

The insight: The groom did not need another advertisement telling him that a wedding was important; he needed help in navigating it.

The idea

The result is that in FY 26, Manyavar did not create another wedding campaign; it created a *wedding show.*

The Manyavar Shaadi Show was launched as a six-episode YouTube podcast hosted by Karan Johar. It reimagined Manyavar's role from a celebration wear retailer into a trusted guide across the wider wedding journey.

Execution

The six episodes were released through the wedding season and featured more than 20 guests.

The guest list included celebrity couples, wedding planners, photographers, designers, choreographers, stylists, nutritionists and recently married personalities.

The conversations covered the complete wedding journey, from planning and preparation to fashion, styling and the celebrations themselves.

The series was distributed through YouTube and supported by wider digital amplification.

It appeared like entertainment; it worked like category education.

Impact

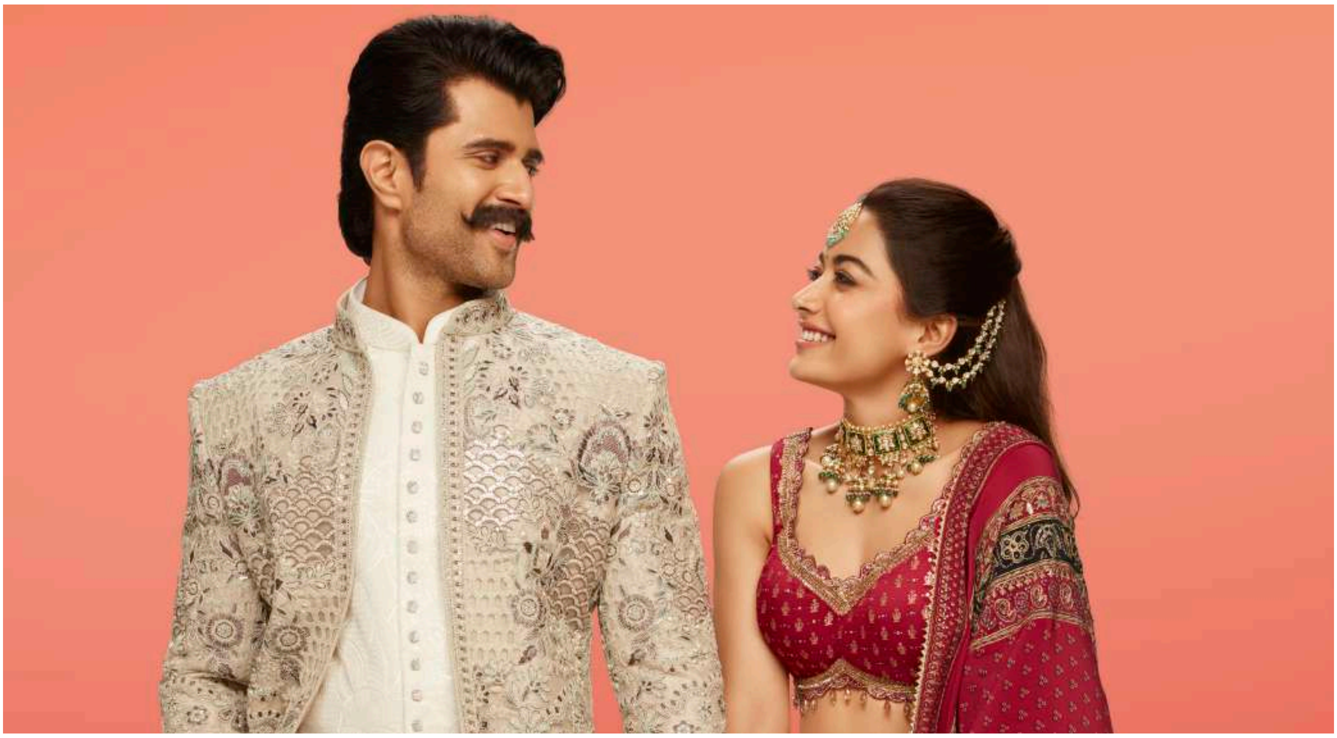
The Manyavar Shaadi Show generated more than 100 million cumulative views.

The average viewing time of around 10 minutes per episode represented unusually strong engagement for branded content. Approximately five per cent of viewers watched complete episodes, indicating meaningful relevance among audiences actively interested in wedding planning for rest of consumers, we created snackable content in terms of reels and shots for content consumption on the go.

The most important outcome, however, extended beyond views.

The initiative strengthened Manyavar's transition from being the category leader customers purchased from to becoming the thought leader consumers listened to.

CASE STUDY 2



Made For Each Other: Turning a cultural moment into India's biggest wedding conversation

Background

Some campaigns are created from a marketing calendar.

Others arrive as a cultural moment.

When Rashmika Mandanna and Vijay Deverakonda's real-life wedding became one of the country's most keenly followed celebrity moments, Manyavar recognised an opportunity to participate in the conversation with authenticity, speed and cultural relevance.

The challenge was not to interrupt the moment with an advertisement.

It was to become a natural part of it.

The idea

Manyavar created Made For Each Other, a musical wedding campaign celebrating modern relationships through warmth, playfulness and chemistry.

Instead of relying on conventional declarations of romance, the campaign captured the teasing, companionship and emotional ease that define contemporary relationships.

Execution

The campaign featured Rashmika Mandanna and Vijay Deverakonda; music was composed by Amit Trivedi.

It was released immediately after the couple shared their wedding photographs, allowing the campaign to enter the cultural conversation when consumer interest was at its highest.

The campaign was amplified across the digital and social media, outdoor, print, public relations and retail stores.

Influencer communities and digital publishers extended the reach, transforming the campaign from a brand release into a shared wedding moment.

Impact

Made For Each Other crossed 100 million views within the first 72 hours; it surpassed more than 1 billion cumulative views thereafter.

It generated more than eleven million likes on Instagram. It became India's most-liked organic branded collaboration on the platform.

The campaign strengthened Manyavar's position at the centre of India's wedding conversation.

It demonstrated the outcome when a brand understands the cultural moment well enough to participate without overpowering it.

The campaign did not merely advertise the Indian wedding; it joined in the celebrations.

PERFORMANCE ANALYSIS

Vedant Modi,
Chief Revenue Officer

Our Chief Revenue Officer's perspective, FY 2025-26

Growing with the celebration economy

FY 2025-26 was a milestone for Vedant Fashions as retail sales crossed Rs. 20 billion for the first time. For a business built one celebration at a time, this milestone represented more than scale. It reflected the trust that millions of consumers placed in our brands to be part of their weddings, festivals and family occasions. It was also a reflection of more than two decades of consistently investing in our brands, stores, people and technology to build a retail business grounded in customer experience and long-term relevance.

The year, however, also tested the resilience of that model. Consumer sentiment remained subdued, the GST rate transition altered the pricing environment and competitive intensity increased across markets. We responded by staying focused on the fundamentals of revenue growth: strengthening our brands, improving retail productivity, expanding our product relevance and using technology and data more extensively to understand and serve our customers. The result was 6.1% growth in retail sales, alongside continued progress across our key retail operating metrics.

For us, the significance of the year lay not only in crossing a revenue milestone, but in demonstrating that the foundations built over the years could continue to deliver growth through a changing consumer and competitive environment.

How we thought about growing revenues

We looked at the business through two complementary lenses: channel and brand. Across channels, our focus remained on retail, online and multi-brand outlets, with each playing a distinct role in our growth journey. Across brands, we continued to build the portfolio around the evolving celebration needs of Indian consumers through Manyavar, Mohey, Twamev, Diwas and Mebaz.

Within retail, we focused on five interconnected growth levers: footfall, conversion, basket size, average selling price and repeat business. Each lever had dedicated initiatives behind it, supported increasingly by data, analytics and artificial intelligence.

Technology was becoming an important force multiplier across the organisation. We expanded the use of AI and analytics across functions and at the frontline to improve the speed and quality of decision-making. From understanding customer behaviour and merchandise preferences to enabling more targeted staff coaching and improving operational responsiveness, the increasing adoption of technology helped us augment the effectiveness of our teams and create a stronger foundation for future revenue growth.

Capturing the celebration economy

India's celebration economy continued to expand in breadth and depth, creating opportunities across categories, consumer cohorts and occasions.

Twamev emerged as one of our fastest-growing brands, with like-for-like growth of 17.4% across its exclusive brand outlets, supported by its premium positioning and growing consumer acceptance.

Mohey continued to expand beyond its traditional bridal focus, building relevance across sarees, suits and other categories for women attending weddings and celebrations.

Diwas gave us an opportunity to address the festive and occasion-wear needs of younger consumers, particularly Gen Z, through its distribution and online presence. We also saw an emerging opportunity in quick commerce, particularly for last-minute and impulse occasion-wear purchases such as kurtas, and continued to deepen our presence in this channel.

Together, these initiatives enabled us to expand the width of our celebration proposition while creating multiple avenues for future growth.

Resilience through a challenging year

FY26 was marked by subdued consumer demand, a GST rate transition and heightened competitive intensity. We responded through disciplined execution across our revenue levers rather than pursuing short-term sales at the expense of long-term brand strength.

The GST rate change across the majority of products in the category created an additional consideration for consumers and the business. Our approach was to manage pricing thoughtfully, balancing customer affordability, competitive positioning and the need to protect the long-term health of our brands. Rather than relying on indiscriminate price-led actions, we focused on maintaining the value proposition of our brands and improving the productivity of each retail interaction.

This approach helped us deliver 6.1% growth in retail sales despite the challenging environment. In several markets, competition intensified, with the number of competing stores increasing from a handful to several dozen within a relatively short period. Even in such markets, we were able to hold our position and deliver modest growth, demonstrating the strength of our brands, retail presence and customer relationships.

Evolving customer behaviour and product innovation

The Indian celebration-wear customer continued to evolve rapidly. New-age, digitally native consumers increasingly researched products and styles online before visiting a store and arrived with greater clarity about what they wanted. This raised the bar for our speed, relevance and product breadth.

We responded by significantly expanding the width and depth of our new designs. The number of new designs introduced during the year nearly doubled, while product innovation included newer silhouettes such as open silhouettes and bomber jackets, alongside greater depth in embroidery and surface detailing, including sequin, thread and floral patterns.

This broader design vocabulary allowed us to respond faster to changing preferences while keeping our core aesthetic and celebration-wear credentials intact.

Driving footfalls

Digital marketing continued to be an important long-term driver of brand discovery and customer engagement. Our blockbuster 'Made for Each Other' campaign featuring Rashmika Mandanna and Vijay Deverakonda generated more than 1 bn views and over 11 million likes, becoming the most-liked organic branded collaboration on Instagram in India. We also launched 'The Manyavar Shaadi Show', a six-episode YouTube series hosted by Karan Johar and featuring prominent celebrities.

These initiatives strengthened brand visibility and reinforced Manyavar's position in wedding wear. Alongside digital engagement, we continued to invest in the physical expression of our stores, with brighter facades, illuminated windows and canopy structures designed to create greater visibility and evoke the celebratory character of our brands. Together, these initiatives remained important drivers of footfall and brand salience.

Improving conversion

We continued to use data and technology to understand customer behaviour and improve store productivity. AI-enabled footfall cameras were deployed across a substantial majority of our stores, providing granular insights into customer movement and behaviour. These insights were used to train and coach store teams on improving conversion.

Sharper merchandise availability, supported by data analytics, together with stronger store ambience and frontline capability, contributed to our best-ever conversion rates. Improving conversion remained a key priority as we entered next financial year.

Growing basket size

We increasingly used AI to identify individual salesperson skill gaps leading to targeted interventions. For instance, the system could identify where a salesperson was under-selling a particular product category relative to peers, allowing coaching to be directed to a specific opportunity rather than applying generic training across the organisation.

This combination of data-led coaching, merchandise availability and stronger frontline execution helped us improve the quality of each customer interaction and create opportunities to increase basket size.

Average selling price (ASP)

ASP growth had remained relatively soft over the preceding one to two years, reflecting a conscious response to market conditions. As consumer demand and the broader environment evolve, we see an opportunity to become more assertive on pricing, supported by stronger product architecture, design innovation and premiumisation.

Building repeat business

Building deeper and more enduring customer relationships remained an important revenue opportunity. A new AI-driven programme helped identify customers with a high propensity to return, enabling our teams to focus more precisely on converting that propensity into an actual repeat purchase.

Over time, this data-led approach is expected to strengthen customer engagement and improve the contribution of repeat customers to our business.

Omnichannel: connecting every customer touchpoint

Our channels increasingly worked together to provide a more seamless customer experience. Flagship stores were enabled for omnichannel fulfilment, while our stores remained connected for inventory requirements through the Sansar platform. This connectivity helped us make better use of our inventory pool and respond more effectively to customer requirements across channels.

Quick commerce also represented an emerging opportunity, particularly for last-minute occasion-wear and kurta purchases, and we continued to build our presence in this channel.

International markets

International markets remained a modest contributor to our overall revenue base during FY26. Tariff-related headwinds and geopolitical developments, including the ongoing war, affected the business during the year. We remained measured in our approach while continuing to evaluate opportunities for long-term growth in international markets.

Looking ahead: FY27 and beyond

We remained confident in the structural opportunity presented by India's expanding celebration economy. A growing middle class, increasing consumption aspirations and the continued formalisation of the ethnic-wear market provide a strong foundation for long-term growth.

At the same time, the competitive landscape is evolving, with increasing consolidation of organised competition and a greater number of branded retail doors across markets. We see this as an important opportunity to strengthen our differentiation through brand equity, retail experience, product innovation and execution rather than relying on short-term promotional intensity.

Our priorities for FY27 and beyond remain clear: increase revenue growth, improve retail productivity and strengthen the underlying quality of our growth. We will continue to sharpen every part of the retail engine – from footfall and conversion to basket size, ASP and repeat business – while using AI, analytics and technology to make our teams and processes more effective.

We were pleased to see our retail KPIs improve in a healthy and sustainable manner through the year. The progress gives us confidence that the investments we have made in our brands, products, stores, people and technology are creating a stronger platform for the next phase of growth.

For us, long-term growth has never been about pursuing a number in isolation. It has been about earning a larger share of every celebration by becoming more relevant to more consumers, across more occasions and more markets. As we continue to build that relevance, we believe sustainable growth will follow.

Vedant Modi, *Chief Revenue Officer*

Arjun Roy,
Chief Technology Officer

Chief Technology Officer's *perspective*, FY 2025-26

Technology as a strategic growth driver

In an era where consumer expectations shift as quickly as the channels through which they shop, I technology has ceased to be a back-office enabler and has instead become a defining axis of competitiveness. For fashion and lifestyle enterprises in particular, the ability to sense demand ahead of the market, personalise every customer touchpoint, and scale operations without proportionate increases in cost increasingly separates category leaders from the rest. Companies that treat technology as infrastructure will inevitably fall behind those that treat it as intelligence. The difference lies between merely digitising a business and truly reimagining it.

At Vedant Fashions, this understanding has shaped our more than two decade-long journey. We have positioned technology not as a support function but as a strategic growth engine, enhancing brand experience through consistent and personalised customer interactions across every touchpoint, while enabling us to engage with a customer with greater precision and consistency. Faster, data-driven decision-making, powered by demand sensing and advanced analytics, has supported our rapid expansion, while cloud-based and omnichannel platforms have strengthened our asset-light retail network, enabling scalable growth across stores, brands and channels.

Technology-enabled partnerships have further extended our market reach, reflecting a singular focus: converting business scale into intelligence, and intelligence into sustainable, profitable growth.

Building a technology-enabled enterprise

We have accelerated our transition from a traditional retailer to a technology-enabled organisation, shifting investment away from hardware infrastructure and towards cloud and software platforms that offer greater agility, scalability and flexibility. The migration of legacy applications to the cloud has strengthened our digital foundation, while conventional point-to-point integrations have increasingly given way to modern API architecture. The adoption of a headless technology framework has improved scalability and speed of execution.

Our adoption of Artificial Intelligence and Generative AI has expanded across business functions, with AI-enabled assistants increasingly embedded into everyday applications to enhance productivity and decision-making. Together, these capabilities are placing technology firmly at the centre of merchandising, customer engagement, operational efficiency and strategic decision-making.

Digital transformation journey

Our transformation has been comprehensive: we have shifted from on-premise infrastructure to a cloud-first architecture, reduced our dependence on hardware-intensive systems, and modernised legacy applications into an API-connected digital framework. We have increasingly adopted headless technology platforms, automated data movement through near real-time pipelines, and democratised analytics across departments. This has empowered teams beyond the technology function to make more informed and timely decisions. This journey has also strengthened our security posture, culminating in ISO/IEC 27001:2022 certification for information security, even as Artificial Intelligence has been embedded across multiple business functions.

Technology driving business operations

Nearly every business transaction at Vedant Fashions now flows through digital platforms, with technology uptime maintained at over 99.5% across critical business systems. This reliability has become foundational to our operations. We have digitally integrated Point-of-Sale systems, billing operations, inventory management, the ERP platform and the e-commerce ecosystem, creating a coherent operational backbone. Analytics dashboards now support business planning at scale, while demand-sensing models optimise merchandising decisions. Store expansion, pricing decisions and assortment planning are increasingly guided by real-time analytics, as we continue building a unified enterprise-wide data foundation to improve the quality of every decision we make.

Nearly every business transaction at Vedant Fashions now flows through digital platforms, with technology uptime maintained at over 99.5% across critical business systems.

Automation across the value chain

Automation has meaningfully improved throughput in our warehouse dispatch operations, while barcode reservation has been streamlined for greater efficiency. We have also modernised financial workflows, including product costing and financial reconciliation. The integration of the Order Management System with the ERP platform has eliminated extensive manual effort, improving process efficiency and reducing intervention across workflows. AI-driven lead capture now feeds directly into the CRM, while GenAI assistants embedded within enterprise applications continue to enhance employee productivity, enabling our teams to focus on higher-value work.

Automation roadmap

Looking ahead, we plan to launch Enterprise AI-powered 'Organisation Brain', an initiative designed to significantly reduce information search and reporting time. We will also expand automated monitoring capabilities across business locations, alongside the build-out of real-time, enterprise-wide data pipelines.

Enhancing customer experience through technology

Customer satisfaction across our digital service channels remained strong, with more than 95% positive ratings, reflecting the tangible impact of our technology investments. We digitised the in-store alteration process to improve the post-purchase experience, while omnichannel fulfilment strengthened significantly, with website orders now serviced directly through retail stores, almost three times the level in FY25. This sharp increase demonstrates the growing integration between our physical and digital retail channels and our ability to leverage our store network to enhance fulfilment. We expanded festive delivery capabilities through quick-commerce partnerships, while upgraded CRM and marketing technology platforms enabled sharper customer segmentation. We strengthened lifecycle marketing initiatives, introduced AI-assisted styling recommendations, and expanded conversational commerce capabilities to engage younger consumers. Together, these initiatives are enabling a more personalised customer engagement and supporting improved customer retention and average order value.

Technology investments during FY 2025-26

During the year, we continued to invest in technology, with a deliberate emphasis on cloud platforms and software subscriptions over hardware.

The majority of this investment was directed towards software licences, cloud infrastructure and research and development, reflecting our conviction that future competitiveness lies in intelligence, agility and scalable digital capabilities rather than infrastructure.

Our focus remained on deploying technology efficiently to create greater operational leverage and support sustainable growth.

Key technology achievements

During the year, we achieved ISO/IEC 27001:2022 certification, expanded the enterprise-wide adoption of Artificial Intelligence, and deployed GenAI assistants across teams. We implemented AI-driven CRM lead capture, modernised enterprise data pipelines for near real-time analytics, and replaced legacy workflow management tools. Automated monitoring was expanded across critical business locations, enhancing operational resilience while advancing our broader intelligent enterprise roadmap.

Technology roadmap, FY 2026-27

Enterprise AI: Building an Enterprise AI platform to serve as the organisation's knowledge engine, connecting enterprise data, documents and knowledge through a single, unified interface.

Intelligent automation: The Company plans to further drive algorithm-driven automated store replenishment to improve inventory precision and reduce manual intervention.

Ground intelligence: Capturing frontline store conversations and converting customer insights into early merchandising signals.

Hyper-personalisation: Building a unified Customer Data Platform and delivering consistent customer experiences across channels through headless architecture.

Core technology strengthening: Enhancing enterprise systems, strengthening disaster recovery capabilities, further improving cyber resilience, and building scalable digital infrastructure for long-term growth.

Outlook

We believe Vedant Fashions stands at the threshold of its next chapter, one defined not merely by digital enablement but by intelligent enterprise.

We will continue to accelerate this transformation by leveraging Enterprise AI to sharpen the speed and quality of decision-making, expanding automation to improve organisational productivity, and strengthening Ground Intelligence to capture merchandising signals faster than ever before.

A unified Customer Data Platform will help us deepen customer lifetime value, while cloud-first, headless architecture will allow our asset-light retail network to scale with greater efficiency and confidence.

As we look to the year ahead, our commitment remains steadfast: to continue transforming data into intelligence, intelligence into action, and action into sustainable, profitable growth.

Our ambition is to build not just a stronger enterprise, but a smarter one.

Our case study / Technology success stories

Warehouse dispatch automation

- Increased warehouse dispatch capacity.
- Removed the routine need for overtime during peak seasons.
- Improved operational efficiency and throughput.

ERP and OMS integration

- Integrated Order Management System (OMS) with ERP.
- Automated reconciliation and logistics workflows.
- Eliminated extensive manual effort.
- Improved operational efficiency while reducing processing costs.

Amar Sethia
Chief Product Officer

Our Chief Product Officer's *perspective*, FY 2025-26

Overview

In a category as personal and occasion-driven as celebration wear, product is not merely an output of the business - *it is the business*.

Weddings, festivals and family milestones carry emotional weight that no discount or convenience can substitute for; customers return to a brand because its collections speak to their aspirations, their heritage, and the moment they are celebrating.

For Vedant Fashions, sustained innovation in product development is therefore not a peripheral function but the very engine of brand relevance, customer loyalty and premium positioning in an increasingly discerning and fashion-conscious market.

Product Philosophy

Vedant Fashions continued to position itself as a trendsetter - leading fashion. This meant combining creative intuition with deep market intelligence to anticipate shifting consumer preferences ahead of the curve, while balancing bold innovation with the Company's strong heritage in ethnic and celebration wear. The guiding philosophy remained consistent: deliver products differentiated and fashionable, yet attuned to the evolving aspirations of a new generation of customers.

Evolving the product portfolio

The Company's product portfolio expanded meaningfully during the year through new silhouettes, layering concepts and contemporary styling formats. The premium menswear portfolio was strengthened with casual-formal hybrid collections that drew on Western styling sensibilities while retaining a distinctly ethnic identity - an approach that enhanced appeal among younger, fashion-conscious consumers. Seasonal colour palettes were refreshed across categories, and regional offerings expanded through occasion-specific collections. Fabric-led propositions were strengthened through premium silk-based collections and richly embroidered ceremonial wear tailored to regional cultural preferences, reflecting a continued commitment to balancing modern design language with traditional craftsmanship.

Premiumisation Strategy

A calibrated premiumisation strategy continued to guide the Company's approach across brands, with fashion-forward collections developed around intricate craftsmanship, contemporary design and premium fabrics. Offerings in premium segments expanded even as relevance was maintained across multiple consumer price points - a balance made possible by the Company's multi-brand, multi-category portfolio spanning Manyavar, Mohey, Mebaz and Twamev. This portfolio strengthened the Company's presence across a widening range of celebration and lifestyle occasions, extending beyond wedding wear into festive and occasion-based apparel and, in turn, deepening customer wallet share across the celebration calendar.

Innovation and design leadership

Fashion at Vedant Fashions continued to be treated as a combination of creativity and scientific market understanding. Product development was sharpened around the evolving preferences of late millennials and early Gen Z consumers, with enhanced appeal delivered through refined embellishment techniques, advanced embroidery applications and innovative motif placements. The lifestyle accessories portfolio - spanning shawls, decorative motifs, bags, clutches and footwear - also expanded, a balance between aspirational design and everyday wearability.

Vedant Fashions continued to position itself as a trendsetter - leading fashion.

Integrated product development

Close collaboration between design, merchandising, marketing, production and retail teams enabled the Company to convert early fashion signals into commercially successful collections. This process drew on global colour forecasts, fashion trend analysis, celebrity-led occasions and broader socio-cultural developments, supported by regular engagement with the vendor ecosystem, design forums and competitive benchmarks. Advanced design technologies were adopted to improve creative visualisation, product prototyping and overall design efficiency.

Quality excellence

Uncompromising quality standards were maintained across the entire value chain, underpinned by routine quality audits, strengthened internal compliance processes and regular manufacturing and vendor site visits - ensuring product consistency across every brand and category.

Customer-centric product development

Technology-enabled replenishment systems improved product availability across locations, while customer insights gathered through in-store observations, frontline retail feedback, post-purchase feedback and channel partner interactions strengthened regional relevance. The underlying focus remained on anticipating customer aspirations rather than simply responding to existing demand - developing collections aligned with emerging lifestyle and celebration trends before they become mainstream.

Opportunities

Twamev was positioned as a key growth engine in the premium celebration wear segment, expanding the Company's opportunity to capture affluent consumers seeking elevated occasion wear.

Mohey continued strengthening while expanding into stitched suits and sarees to increase relevance across women's celebration wear.

Manyavar witnessed a growing momentum in Jodhpuri collections, modern kurta silhouettes and Indo-Western apparel, reinforcing its leadership in mid-premium men's celebration wear.

Diwas was strengthened its festive wear kurta portfolio, expanding reach across multiple festive and celebration occasions while enhancing accessibility across a broader consumer base.

Outlook

Vedant Fashions remains committed to leading the evolution of India's celebration wear market through innovation-led product development. The Company will continue strengthening its portfolio across its brands while preserving relevance across multiple price segments, and will work to expand its wallet share by deepening its participation across weddings, festive occasions and celebration-led consumption.

Regional relevance will be deepened through culturally aligned collections and differentiated product propositions, while consumer intelligence, technology and design innovation will continue to be leveraged to anticipate emerging fashion trends ahead of the market.

Through a diversified brand architecture built for sustainable long-term growth, the Company remains firmly focused on reinforcing its leadership in the celebration wear category.

Raghav Agarwal,
Twamev brand head

The Twamev brand review

Twamev is a contemporary Indian occasion wear brand that celebrates individuality through thoughtfully crafted ethnic fashion.

Rooted in the philosophy of 'Truly You,' Twamev brought together timeless Indian craftsmanship and modern design sensibilities to create outfits that felt personal, elegant, and effortless. Designed for today's confident men and women, the brand offers a curated range of ensembles for weddings, festive occasions, and life's most cherished celebrations.

At Twamev, every creation was designed to help individuals express their unique style while staying connected to tradition. With intricate detailing, refined silhouettes, luxurious fabrics, and contemporary aesthetics, the brand redefined occasion wear for the modern Indian.

Why Twamev is the preferred choice for celebrations

Twamev has become a trusted destination for those seeking sophisticated occasion wear that blends heritage with modernity. From intimate family gatherings to grand wedding festivities, the brand offered versatile ensembles designed to make every moment memorable.

Every collection reflected a commitment to craftsmanship, comfort, and individuality. Rich embroideries, thoughtful tailoring, contemporary colour palettes, and effortless styling came together to create outfits that celebrate personal expression. Whether it was a wedding, festive gathering, engagement ceremony, or special occasion, Twamev ensured that every individual felt confident, comfortable, and truly themselves.

Major collections you can discover at Twamev

For those looking to celebrate life's special moments in style, Twamev offered a diverse range of occasion wear collections:

Sherwanis | Sets | Kurta Jacket Sets | Indo-Western Sets | Jodhpuri Sets | Sarees | Lehengas | Festive Wear | Wedding Wear | Accessories

The Twamev experience

More than a fashion brand, Twamev is now a celebration of individuality. Every collection is judiciously designed to empower people to embrace their authentic selves while dressing for moments that matter. With a perfect balance of tradition, craftsmanship, and contemporary elegance, Twamev continues to create occasion wear that feels as unique as the people who wear it.

Twamev, Truly You.

VALUE CREATION AT VEDANT FASHIONS

The resources that go into the value we create

Financial Capital	Manufactured Capital	Intellectual Capital
Human Capital	Social and Relationship Capital	Natural Capital

Financial Capital: The Company's strong cash generation and disciplined capital allocation translated into a robust financial position during the year. By maintaining a sharp focus on cost competitiveness, prudent working capital management, and targeted investments in brand building and retail expansion, the Company sustained profitability while preserving long-term financial resilience.

Manufactured Capital: The Company's manufactured capital was anchored in its extensive network of exclusive brand outlets (EBOs), shop-in-shops, and an integrated supply chain supported by vendor partners. Vedant Fashions continued to leverage its asset-light business model by outsourcing manufacturing while maintaining stringent quality controls, thereby optimising capital efficiency. Investments in store design, visual merchandising, and backend logistics enhanced customer experience, operational agility, and scalability across domestic and international markets.

Intellectual Capital: Vedant Fashions' intellectual capital was reflected in its portfolio of market-leading brands, including Manyavar and Mohey, as well as its deep consumer insights, design capabilities, and merchandising expertise. During the year, the Company continued to strengthen its capabilities in trend forecasting, product design, and brand positioning, supported by data-driven decision-making and digital tools. These capabilities enabled Vedant Fashions to remain aligned with evolving consumer preferences, particularly within the wedding and celebration wear segments.

Human Capital: The Company's workforce played a pivotal role in delivering superior customer experiences and sustaining brand leadership. Vedant Fashions fostered a culture of entrepreneurship, customer-centricity, and operational excellence across the organisation. Through continuous training, leadership development, and capability-building initiatives, the Company strengthened its talent pool across retail operations, merchandising, supply chain, and corporate functions, supporting its long-term growth ambitions.

Social and Relationship Capital: Vedant Fashions maintained strong relationships with a diverse set of stakeholders, including customers, franchise partners, suppliers, artisans, and communities. Its franchise-led retail model fostered mutually beneficial partnerships, enabling network expansion while strengthening local market relevance. The Company's commitment to ethical business practices, transparency, and stakeholder engagement reinforced trust and contributed to the continued strengthening of its brand equity.

Natural Capital: As a participant in the apparel and textile ecosystem, Vedant Fashions remained dependent on natural resources such as fabrics, water, and energy. During the year, the Company continued to advance initiatives focused on responsible sourcing, efficient resource utilisation, and sustainable practices across its value chain. Efforts aimed at reducing environmental impact, promoting sustainable materials, and enhancing operational efficiencies contributed to environmental stewardship while supporting long-term business sustainability.

The Vedant Fashions value creation model

Input	Our ecosystem	Outputs	Outcomes
Financial Capital ▪ Rs. 1,964.3 Crore, Net worth ▪ Rs 1,225.5 Crore, Cash and cash equivalents (including investments)	Mission+Vision+Values **Activities** ▪ Brand building and marketing ▪ Retail expansion (EBOs and franchise model) ▪ Product design and merchandising ▪ Supply chain management ▪ Digital and omnichannel initiatives **Core competencies** ▪ Strong brand equity ▪ Asset-light model ▪ Scalable franchise network ▪ Deep market understanding ▪ Robust cash flows **Creating impact for stakeholders** ▪ Customers ▪ Franchise partners ▪ Employees ▪ Vendors ▪ Investors ▪ Communities	**Financial Capital** ▪ Rs. 1,435.5 Crore, revenue ▪ Rs. 635.7 Crore, EBITDA ▪ Rs. 375.5 Crore, Net Profit ▪ Basic EPS: Rs. 15.46	▪ Consistent high-margin growth ▪ Strong Balance Sheet ▪ Industry-leading return ratios ▪ Enhanced shareholder value ▪ Sustained dividend track record
Manufactured Capital ▪ 669 exclusive brand outlets (EBOs) including SIS ▪ Presence across 252 cities (India and overseas) ▪ Strong franchise partner network	**Activities** ▪ Franchise-led retail expansion ▪ Store design and visual merchandising ▪ Inventory and supply chain optimisation **Core competencies** ▪ Asset-light infrastructure ▪ Strong retail execution ▪ Scalable distribution model	**Manufactured Capital** ▪ 90.6% revenue from EBO's retail ▪ Efficient inventory turnover	▪ Capital-efficient expansion ▪ Strong brand visibility ▪ Consistent customer experience ▪ Improved operational efficiency
Intellectual Capital ▪ Investment made in design, branding and tech ▪ Designers and merchandising professionals	**Activities** ▪ Product design and innovation ▪ Trend forecasting ▪ Brand building initiatives **Core competencies** ▪ Strong brand portfolio (Manyavar, Mohey, Twamev, Diwas and Mebaz) ▪ Consumer insights ▪ Data-driven merchandising	**Intellectual Capital** ▪ New designs launched ▪ Continuous product refresh ▪ Strengthened brand recall	▪ Leadership in celebration wear ▪ High customer loyalty ▪ Differentiated product offerings ▪ Faster response to fashion trends
Human Capital ▪ Employees ▪ Skilled labour	**Activities** ▪ Talent development and training ▪ Leadership building ▪ Employee engagement initiatives **Core competencies** ▪ Customer-centric culture ▪ Strong retail capabilities	**Human Capital** ▪ Improved workforce productivity ▪ High employee engagement ▪ Enhanced service quality	▪ Motivated workforce ▪ Strong talent retention ▪ Better store performance ▪ Leadership pipeline development

Input	Our ecosystem	Outputs	Outcomes
Social and Relationship Capital ▪ Rs. 10.51 Crore, CSR spend	**Activities** ▪ CSR programmes ▪ Stakeholder engagement **Core competencies** ▪ Strong partner relationships ▪ Ethical business practices	**Social and Relationship Capital** ▪ CSR initiatives across Pan India, 9 States, 1 Union Territory ▪ Strong MSME/vendor network ▪ High domestic sourcing	▪ Strong community impact ▪ Resilient supply chain ▪ Long-term stakeholder trust ▪ Support to artisans and local livelihoods
Natural Capital ▪ Use of textiles, water and energy ▪ Focus on sustainable sourcing	**Activities** ▪ Responsible sourcing ▪ Resource efficiency initiatives ▪ Environmental compliance **Core competencies** ▪ Sustainable business practices ▪ Vendor alignment on sustainability	**Natural Capital** ▪ Increased sustainable material usage ▪ Improved energy and resource efficiency ▪ Compliance with environmental norms	▪ Reduced environmental footprint ▪ Responsible resource utilisation ▪ Progress towards sustainable fashion ▪ Long-term ecological balance

How Vedant Fashions enhances stakeholder value through its Capitals

Sustainable growth at Vedant Fashions is anchored in the effective deployment of interconnected resources, our capitals. By making focused investments across these capitals, the Company has transformed inherent strengths into measurable outcomes.

Financial Capital

Stakeholders	Value created
Investors	▪ Shareholder pay-out of Rs. 194.36 crore reflecting strong financial performance and capital discipline
Customers	▪ A brand that blends aspiration with accessibility ▪ Continuous enhancement of customer experience through superior service and a diverse product portfolio
Employees	▪ Competitive compensation and benefits ▪ Safe, secure, and healthy work environment
Value chain partners	▪ Fair and timely payments ensuring financial stability ▪ Collaborative partnerships fostering innovation and efficiency
Communities	▪ CSR expenditure of Rs. 10.51 Crore supporting inclusive development

Manufacturing Capital

Stakeholders	Value created
Investors	▪ Consistent profitability and sustainable long-term growth ▪ Industry-leading margins supported by an asset-light model
Customers	▪ Enhanced product quality and design excellence ▪ Expanded and diversified product offerings ▪ Seamless omnichannel shopping experience
Employees	▪ Focus on continuous upskilling and capability development ▪ Progressive, inclusive, and safe working environment
Value chain partners	▪ Culture of collaboration and innovation ▪ Contribution to employment generation and ecosystem development
Communities	▪ Emphasis on local sourcing and support to livelihoods ▪ Commitment to responsible and eco-conscious operations
Regulatory bodies	▪ Strong adherence to regulatory and compliance standards

Intellectual Capital

Stakeholder	Value created
Investors	▪ Strong brand equity ensuring sustained competitive advantage
Customers	▪ Faster response to evolving fashion trends ▪ Visually appealing, value-driven product offerings
Employees	▪ Culture of knowledge sharing and cross-functional collaboration ▪ Structured learning and development programmes ▪ Recognition and rewards for innovation and performance
Value chain partners	▪ Integration of design, research, and merchandising capabilities ▪ Continuous knowledge sharing and capability building
communities	▪ Contribution to industry knowledge through collaborative platforms and engagement initiatives

Human Capital

Stakeholders	Value created
Customers	▪ Superior in-store experience through skilled personnel ▪ Insight-driven product offerings based on customer engagement ▪ Gender-sensitive staffing enhancing shopping comfort
Employees	▪ Culture of empowerment, accountability, and ownership ▪ Focus on well-being, work-life balance, and engagement ▪ Clear career progression and growth opportunities
Value chain partners	▪ Strong collaboration and knowledge exchange ▪ Access to training, mentoring, and development support
Communities	▪ Commitment to diversity, equity, and inclusion ▪ Employee-led volunteering and community engagement ▪ Promotion of sustainable livelihoods

Social and Relationship Capital

Stakeholder	Value created
Investors	▪ Transparent engagement and communication ▪ Strong governance and ethical business practices ▪ Agile and responsive strategic approach
Customers	▪ Strong brand trust and long-term loyalty
Employees	▪ Engaged workforce with a collaborative culture ▪ Strong internal alignment and advocacy ▪ Reinforced employer brand
Value chain partners	▪ Trusted, long-term partnerships ▪ Ethical sourcing and operational practices ▪ Commitment to sustainability across the value chain
Communities	▪ Active participation in driving positive social impact

Natural capital

Stakeholders	Value created
Investors	▪ Focus on sustainability and efficient resource utilisation ▪ Transparent ESG disclosures aligned with expectations
Customers	▪ Responsibly designed products ▪ Increasing transparency through sustainable product practices
Employees	▪ Awareness and adoption of environmentally responsible practices
Value Chain Partners	▪ Promotion of sustainable sourcing and supply chain practices
Communities	▪ Commitment to environmental stewardship and conservation initiatives

STAKEHOLDER ENGAGEMENT

How we have strengthened stakeholder relationships

Our stakeholders

Customers
We build lasting customer relationships by delivering quality fashion products that meet evolving needs and expectations.

Employees and workers
We foster an inclusive, safe and growth-oriented workplace where people are valued, empowered and supported.

Local communities
We contribute to the well-being and development of communities around our operations through responsible and inclusive practices.

Vendors and partners
We build trusted partnerships based on transparency, reliability, quality and mutual growth.

Investors and shareholders
We create sustainable long-term value through disciplined growth, responsible governance and financial performance.

Overview

Vedant Fashions' inclusive, collaborative, and responsive approach has enabled the Company to build and strengthen enduring stakeholder relationships. Through active and continuous engagement, the Company gains meaningful insights into stakeholder expectations, enabling informed decision-making and improved responsiveness.

A structured engagement framework underpins these efforts, facilitating timely communication, transparent information exchange, and consistent interactions. This approach not only enhances trust and credibility but also ensures alignment with stakeholder priorities, supporting sustainable and long-term value creation.

Stakeholder relations

Stakeholder group	Channels of communication	Engagement frequency	Purpose and scope of engagement (Key topics)
Customers	▪ Brand advertising and campaigns ▪ Customer engagement events ▪ In-store interactions ▪ Periodic brand audits ▪ Participation in exhibitions, fairs, and salon channels	Regular	▪ Product quality, variety, and design excellence ▪ Enhancing customer experience and service delivery ▪ Timely and effective feedback resolution ▪ Understanding evolving preferences and trends
Employees and workers	▪ Performance reviews and feedback mechanisms ▪ Onboarding and continuous training programmes ▪ Team-building and engagement activities ▪ Employee wellness initiatives ▪ Grievance redressal systems ▪ Safety meetings and awareness sessions ▪ Celebrations of organisational and national events	Regular and need-based	▪ Upholding human rights and ethical workplace practices ▪ Ensuring health, safety, and well-being ▪ Career growth, learning, and development ▪ Rewards, recognition, and engagement ▪ POSH awareness and compliance
Vendors and partners	▪ One-on-one meetings with suppliers ▪ Email and digital communication ▪ Vendor assessments and performance reviews ▪ Engagement on quality and compliance standards	Periodic and need-based	▪ Timely procurement and payments ▪ Quality assurance and consistency ▪ Ethical sourcing and transparency ▪ Strengthening long-term partnerships
Investors and shareholders	▪ Investor presentations and earnings calls ▪ Organising Store visits for investors and fund houses ▪ One-on-one and virtual meetings ▪ Quarterly results and disclosures ▪ Annual General Meeting ▪ Corporate website and investor relations portal ▪ Dedicated grievance redressal mechanisms ▪ Roadshows and investor outreach programmes	Quarterly, annual, and need-based	▪ Discussion on business performance, market dynamics, and the evolving industry landscape ▪ Highlighting performance through key financial metrics, retail footprint, and KPIs ▪ Asset security, ethical investment stewardship, and robust corporate governance ▪ Transparent disclosures and enhanced ESG reporting
Local communities	▪ Community needs assessments ▪ Field visits and direct engagement ▪ CSR programme implementation centres	Need-based	▪ Access to healthcare and sanitation ▪ Education and skill development ▪ Student counselling and teacher training ▪ Livelihood generation and community empowerment ▪ Rural infrastructure development

EXCELLENCE DRIVER

Our design and innovation capability

Overview

Fashion is one of the few industries where consumer preferences can change overnight. Colours, silhouettes, fabrics, embellishments, wedding themes, regional tastes, celebrity influences, and social media trends continuously redefine what customers aspire to wear. In the celebration wear segment, where emotional significance and personal expression intersect, staying relevant requires far more than creativity alone–it demands the ability to anticipate, interpret, and respond to changing consumer aspirations at scale.

At Vedant Fashions, design and innovation have remained at the heart of our competitive advantage. Every collection begins with a simple objective: understanding how Indian consumers want to celebrate life's most important moments. By combining market intelligence, consumer insights, artisan craftsmanship, merchandising expertise, and advanced analytics, we transformed emerging trends into collections that were aspirational, culturally resonant, and commercially successful.

We launched our blockbuster ***'Made for Each Other'*** campaign featuring Rashmika Mandanna and Vijay Deverakonda, brought to life through a musical rom-com by Amit Trivedi. The campaign surpassed more than 1 billion views and became the most-liked organic branded collaboration on Instagram in India, with over 11 million likes, creating strong cultural resonance and reinforcing Manyavar's relevance among a new generation of celebration-wear consumers.

Our innovation process extended well beyond the design studio. Real-time insights from our integrated ERP ecosystem enabled our teams to track consumer preferences, product performance, regional demand patterns, and price-point dynamics across our retail network. This visibility allowed us to identify winning styles faster, refine successful concepts, optimise replenishment decisions, and introduce new collections with greater confidence and precision.

Innovation also remained central to how we engaged consumers. Through compelling brand storytelling, digital-first campaigns, celebrity associations, and immersive retail experiences, we continued to strengthen the emotional connection between our brands and the millions of customers who chose Vedant Fashions to celebrate their most cherished occasions.

As a result, design at Vedant Fashions was not merely about creating apparel–it was about shaping trends, elevating celebrations, and continuously redefining the experience of Indian occasion wear.

We executed integrated brand campaigns across our portfolio: Rashmika and Vijay ***'Made for Each Other'*** campaign along with Mohey's **'Rang Do'** campaign celebrating India's festive spirit, Twamev's 'Truly You' proposition through influencer-led storytelling, and Mebaz's 'Celebration Begins with Mebaz' campaign – each designed to sharpen brand identity and deepen category relevance

Highlights, FY 2025-26

We deepened our design offerings across price points, with a specific focus on strengthening entry-level price architecture–including the INR 2,624 kurta-set and jacket category–to remain competitive and accessible for the middle-class consumer.

We expanded our premium design language through Twamev, our premium ethnic wear brand, driven by rising consumer preference for premiumisation in wedding fashion.

We launched new wedding and festive collections across all brands, supported by category-led campaigns and occasion-based promotions timed around key wedding and festivity periods.

We leveraged our fully integrated ERP system to track product-level sales performance across all franchise stores, enabling real-time, data-backed decisions on design replication, replenishment, and new product introduction.

Strengths

Consumer relevance: We tracked regional consumer preferences, occasion-wear trends, and emerging fashion cues across India, ensuring our collections resonated with diverse customer segments and markets.

Data-driven precision: Our ERP and POS platforms provided SKU-level visibility across the retail network, enabling faster identification of winning products, emerging trends, and replenishment opportunities.

Portfolio differentiation: We maintained distinct design identities across our brands–from accessible celebration wear under Manyavar to premium offerings under Twamev–addressing a broad spectrum of consumer aspirations and spending power.

Brand amplification: Celebrity associations, influencer collaborations, and culturally relevant storytelling strengthened consumer engagement and positioned our brands at the centre of India's evolving wedding and celebration narrative.

Speed to market: Real-time sales insights and integrated merchandising systems enabled quicker product iteration, design refinement, and collection launches aligned with changing consumer preferences.

Innovation ecosystem: By combining market intelligence, artisan craftsmanship, merchandising expertise, and advanced analytics, we converted consumer insights into commercially successful products at scale.

Outlook

In FY 2026-27, Vedant Fashions is positioned to further accelerate design innovation in Indian wedding fashion category. The company's data-led merchandising capabilities, integrated technology infrastructure, and deepening consumer insights will support faster product iteration, sharper price-point strategies, and greater personalisation of offerings–enabling all brands in the portfolio to grow in step with evolving consumer aspirations.

EXCELLENCE DRIVER

Our manufacturing competence

Overview

In the celebration wear business, success depends not only on creating compelling designs but also on bringing those designs to market quickly, consistently, and at scale. Consumer preferences evolve rapidly, wedding seasons create sharp demand peaks, and product portfolios span multiple brands, price points, and regional tastes. In such an environment, manufacturing excellence becomes a critical enabler of responsiveness, quality, and profitable growth.

At Vedant Fashions, our manufacturing philosophy is built around agility rather than asset intensity. We operate an asset-light manufacturing model with a trusted network of job workers and production partners. A significant portion of our production line is executed through long-standing manufacturing partners who operate within our quality and process frameworks.

This model enables us to scale efficiently, optimise costs, maintain stringent quality standards, and respond swiftly to changing market requirements. Supported by digital tools, real-time production visibility, and an integrated supply chain ecosystem, our manufacturing network serves as a strategic advantage–helping us deliver the right products to the right markets at the right time.

Highlights, FY 2025-26

We maintained long-term relationships with trusted jobbers and third-party vendors, ensuring consistency in quality and delivery timelines.

We operated our central warehouse in Kolkata, supporting pan-India distribution across our expanding retail footprint.

We used our dedicated jobber portal to assign, track, and complete manufacturing tasks efficiently, with real-time visibility across the supply chain.

We improved inventory management through enhanced demand planning and supply chain efficiency, resulting in measurably better inventory turns–enabling higher business volumes with leaner inventory levels at both warehouse and store levels.

Strengths

Cost efficiency: We achieved cost-efficiency through our asset-light model, avoiding heavy capital commitments while maintaining the flexibility to scale production in line with seasonal and occasion-driven demand.

Process control: We maintained process control by retaining ownership over design finalisation, fabric sourcing, work allocation, and quality testing–ensuring product integrity across all price points and brand segments.

Operational precision: We ensured operational precision by integrating real-time ERP data into procurement and production decisions, with full visibility of product-level sales across our franchise network.

Scalability: Our network of trusted job workers and manufacturing partners enabled rapid capacity expansion without significant capital investment.

Inventory efficiency: Enhanced demand planning and replenishment systems improved inventory turns, supporting higher sales volumes with leaner inventory levels.

Outlook

In FY 2026-27, as the company scales its portfolio, its agile manufacturing setup is well-positioned to respond faster to consumer trends, support new collection launches across wedding, festive, and celebration occasions, and serve diverse market segments–from entry-level price points to the premium Twamev range–without requiring significant additional capital expenditure.

EXCELLENCE DRIVER

Our extensive supply chain

Ajay Modi,
Chief Supply Chain Officer

Overview

Vedant Fashions operates an end-to-end, system-driven supply chain framework–covering procurement, manufacturing, inventory management, and distribution. A centralised warehouse in Kolkata serves as the operational backbone, enabling real-time replenishment across our franchise network. Our fully integrated ERP system provides complete visibility into stock levels, product movement, and sales performance at every store, allowing data-backed decisions across the entire supply chain.

In FY 2025-26, the company's strategic focus shifted toward improving the quality and efficiency of its existing supply chain thereby further strengthening operational fundamentals and positioned the business for more sustainable, profitable growth in the periods ahead.

Highlights, FY 2025-26

We continued to operate our asset-light Exclusive Brand Outlet (EBO) model across India, supported by a wide franchisee network spanning Tier I, II, and III cities.

We improved inventory efficiency through enhanced demand planning and supply chain management, achieving measurably better inventory turns–enabling the business to generate higher output with leaner inventory levels at both the central warehouse and individual store level.

We leveraged our fully integrated ERP and jobber portal to maintain seamless coordination between design, procurement, manufacturing, and store-level replenishment across the franchise network.

Strengths

End-to-end visibility: Integrated ERP systems provided real-time access to inventory, product movement, and store-level sales data, enabling more precise procurement and replenishment decisions.

Inventory efficiency: Enhanced demand planning and stock allocation improved inventory turns and reduced capital tied up in slow-moving inventory.

Partner alignment: Expansion and operational decisions were evaluated through the lens of both company and franchisee profitability, strengthening network sustainability.

Technology integration: Seamless coordination across procurement, manufacturing, warehousing, and retail operations was enabled through integrated digital platforms and workflow tools.

Outlook

The company's agile, data-driven supply chain infrastructure—built on integrated ERP systems, a centralised warehouse, and a trusted franchise network—will support accelerated network growth, faster inventory turns, and improved fulfilment capabilities across its expanding brand portfolio.

EXCELLENCE DRIVER

Our pan-India retail network

Overview

Vedant Fashions' retail strategy is built on aspirational branding, uniform pricing, flagship-led store formats, and system-based inventory management. Exclusive Brand Outlets remain central to the brand experience across all labels: Manyavar, Mohey, Twamev, Mebaz, with an emphasis on larger, experience-led formats.

In FY 2025-26, the company undertook a calibrated approach to retail expansion–prioritising the quality of its existing footprint over aggressive new store addition. This involved closing smaller and underperforming locations, rationalising Shop-in-Shop stores, and relocating presence from older markets to emerging high-footfall destinations within cities. This strategic consolidation has strengthened per-store productivity and laid a healthier foundation for accelerated network growth in the coming financial year.

Presence

As of 31 March 2026, Vedant Fashions operated Exclusive Brand Outlets (EBOs) across cities in India and select international locations, serving the Indian diaspora in markets including the United States, United Kingdom, Canada, United Arab Emirates and Australia.

During FY26, the company foucsed on quality-led, selective expansion.

The company launched a new Twamev flagship EBO in Mumbai during the year, further strengthening its premium retail presence and reinforcing the brand's positioning in the luxury ethnic wear segment.

Multi-brand outlets and large format stores operated by third-party retail organisations complemented the EBO network, ensuring presence in smaller towns and districts. The company also maintained omnichannel reach through its Brand.com platform and leading e-commerce marketplaces.

Strengths

Flagship positioning: We continued to increase the prominence of Productive Exclusive Brand Outlets, strengthening brand visibility and delivering richer customer experiences.

Retail productivity: Improvements in key metrics such as Average Bill Size (ABS) and Average Bill Value (ABV) reflected the effectiveness of our merchandising, staff training, and customer engagement initiatives.

Consumer intelligence: Integrated ERP and POS systems provided real-time visibility into customer preferences and product performance, enabling more precise assortment planning and inventory allocation.

Omnichannel reach: Seamless integration between physical stores, Brand.com, and leading marketplaces delivered a consistent customer experience across channels.

Franchise partnership: Our franchise-first approach ensured that expansion decisions balanced the interests of both the Company and its franchise partners, supporting long-term network sustainability.

Market penetration: A presence across Tier I, II, and III cities, complemented by select international locations, enabled us to serve a diverse customer base while extending the reach of our brands.

Outlook

Our focus will remain on strengthening the quality and productivity of our retail network, alongside new store openings, as a foundation for sustained long-term growth. Our long-term thesis for expanding the reach and relevance of our brands remains unchanged. We will continue to pursue opportunities to deepen our presence across markets, while remaining responsive to evolving market conditions and accelerating our expansion as conditions allow.

EXCELLENCE DRIVER

Sales and marketing competence

Overview

In the Indian celebration wear market, brands compete not only for consumer spending but also for consumer imagination. Weddings, festivals, and milestone occasions are deeply emotional experiences, shaped by traditions, aspirations, family influences, celebrity culture, and evolving fashion trends. In this environment, effective marketing is not merely about visibility–it is about building relevance, inspiring choice, and becoming an integral part of life's most cherished celebrations.

At Vedant Fashions, sales and marketing excellence has remained central to sustaining brand leadership.

Our approach combines cultural insight, compelling storytelling, celebrity influence, digital innovation, and data-driven execution to create meaningful connections with consumers across geographies and demographics. By engaging customers across multiple touchpoints–from social media and digital content to retail experiences and festive campaigns–we continued to strengthen brand recall, consumer preference, and long-term loyalty.

During FY 2025-26, we deepened our focus on content-led engagement, premium brand building, and occasion-centric marketing. Through a mix of digital-first initiatives, influencer collaborations, integrated campaigns, and immersive consumer experiences, we reinforced the relevance of our brands across the evolving wedding and celebration wear landscape.

Highlights, FY 2025–26

We executed an integrated marketing strategy across brands, combining digital, traditional, and in-store activations to drive visibility and engagement.

We should talk about our blockbuster campaign as Company launched the landmark **"Made for Each Other"** campaign featuring Rashmika Mandanna and Vijay Deverakonda - a musical rom-com by Amit Trivedi that surpassed more than 1 billion views views and became the most-liked organic branded collaboration on Instagram in India with over 11 million likes.

We launched *'The Manyavar Shaadi Show,'* a celebrity-led YouTube series hosted by Karan Johar, blending entertainment with wedding insights to deepen engagement with modern consumers.

We rolled out category-led campaigns and new wedding collections aligned with evolving consumer preferences and occasion-based demand.

We strengthened brand narratives across portfolios through focused campaigns such as Mohey's *'Rang Do'* and Twamev's *'Truly You,'* supported by influencer-led storytelling.

We expanded reach through festive and wedding season promotions, supported by targeted digital and social media initiatives across platforms.

Strengths

Cultural relevance: We combined traditional values with contemporary storytelling, ensuring our brands remained closely aligned with India's evolving celebration culture.

Content leadership: Original content formats, celebrity-led initiatives, and influencer collaborations helped deepen consumer engagement and extend brand reach.

Multi-channel engagement: Integrated campaigns across digital platforms, social media, retail touchpoints, and traditional media delivered a consistent consumer experience.

Consumer insights: Data-backed campaign planning and audience segmentation enabled more effective communication across diverse customer groups.

Portfolio positioning: Distinct brand narratives allowed us to engage consumers across premium, mid-premium, and value-oriented segments.

Digital amplification: Targeted social media and online initiatives strengthened brand visibility and engagement, particularly among younger consumers.

Occasion-led marketing: Wedding and festive campaigns aligned closely with consumer purchase cycles, enhancing campaign effectiveness and conversion.

Outlook

In FY 2026–27, Vedant Fashions will continue to invest in differentiated, content-driven and culturally resonant marketing initiatives. The Company aims to deepen consumer engagement through digital innovation, premium storytelling, and targeted campaigns, while further strengthening brand equity across its portfolio and driving sustained long-term growth.

Case study

Activity: Launched the 'Made for Each Other' campaign featuring Rashmika Mandanna and Vijay Deverakonda across digital and social media platforms.

Reality: Wedding consumers are increasingly influenced by digital content, celebrity endorsements, and social media-led inspiration during their purchase journey.

Challenge: Strengthening engagement with younger consumers while enhancing brand visibility in an increasingly competitive celebration-wear market.

Outcome: The campaign strengthened brand consideration, expanded digital reach, and reinforced Manyavar's position as a leading celebration-wear brand.

ESG COMMITMENT

Vedant Fashions: *Creating value through responsible growth*

Overview

At Vedant Fashions, sustainability is integral to the way the Company creates long-term value. As a leading ethnic-wear company the Company recognises that its responsibilities extend to the way it manages resources, engages with employees and business partners, contributes to communities and maintains high standards of governance.

The Company's ESG approach is aligned with the Business Responsibility and Sustainability Reporting (BRSR) framework and the National Guidelines on Responsible Business Conduct (NGRBC). Its ESG practices are supported by policies and frameworks covering Corporate Social Responsibility, Code of Conduct, Prevention of Sexual Harassment, Whistleblower/Vigil Mechanism, Related Party Transactions and Risk Management.

Vedant Fashions also recognises the importance of India's climate commitments and seeks to contribute towards responsible and sustainable business practices in line with the country's broader transition towards a low-carbon future.

For the Company, ESG is closely linked with stakeholder trust. Its brands participate in some of the most significant moments in customers' lives, making reliability, ethical conduct and responsible business practices central to sustaining long-term relationships. The Company therefore seeks to embed ESG considerations across its operations and value chain, while encouraging responsible practices among its vendors and business partners.

Our ESG policy

Vedant Fashions is committed to responsible growth through an integrated ESG approach encompassing environmental stewardship, employee well-being, community development, ethical business conduct and strong governance.

The Company's environmental priorities focus on reducing its operational footprint through responsible resource consumption, energy efficiency, waste management, plastic footprint reduction and climate action. Its social priorities encompass employee well-being, workplace safety, stakeholder relationships, community development and artisan welfare. These efforts are supported by governance systems built around transparency, accountability, ethical conduct, risk management and regulatory compliance.

Through this integrated approach, Vedant Fashions seeks to strengthen business resilience while creating enduring value for customers, employees, partners, communities and investors.

Vedant's environmental commitment

Overview

Environmental responsibility forms an important component of Vedant Fashions' sustainability approach. The Company's asset-light business model and outsourced manufacturing structure limit its direct environmental footprint compared with businesses undertaking large-scale textile manufacturing, dyeing or wet-processing activities. Nevertheless, the Company recognises its responsibility to manage the environmental impact associated with its offices, warehouses, retail operations, packaging and wider value chain.

The Company's environmental approach is centred on responsible consumption, resource efficiency, waste management and emissions reduction. It seeks to continuously improve the efficiency of its direct operations while encouraging responsible practices across its stakeholder ecosystem.

Having achieved carbon neutrality for its direct operations through the measurement, management and offsetting of Scope 1 and Scope 2 greenhouse gas emissions, Vedant Fashions continues to focus on sustaining its climate performance while progressively strengthening its broader environmental agenda.

Environmental sustainability initiatives

Energy efficiency: Adopted energy-efficient store fit-outs, including LED lighting and star-rated HVAC systems.

Climate action: Continued efforts to manage and offset Scope 1 and Scope 2 emissions as part of the Company's carbon-neutrality approach for direct operations.

Plastic footprint reduction: Strengthened responsible plastic waste management through the Extended Producer Responsibility (EPR) framework and authorised recycling channels.

Waste management: Introduced waste segregation and tracking of dry and wet waste across relevant operations to improve resource recovery and minimise waste generation.

Paper reduction: Accelerated digitalisation through e-invoicing, digital documentation and paperless workflows, reducing paper consumption across operations.

Cleaner mobility: Continued efforts to incorporate electric vehicles into operations, supporting lower-carbon transportation.

Responsible packaging: Progressively reduced plastic usage and encouraged recyclable and paper-based alternatives for packaging.

Resource optimisation: Continued to promote efficient use of electricity, water and other resources across offices, warehouses and retail outlets.

Achievements

Carbon-neutral direct operations: Vedant Fashions has achieved carbon neutrality for its direct operations through measurement, management and offsetting of Scope 1 and Scope 2 emissions. During FY 2025-26, the Company purchased 950 tonnes of carbon credits to offset its Scope 1 and Scope 2 greenhouse gas emissions of 913.87 tCO_2e reported in FY 2024-25. Further, in the current year, the Company has procured 860 tonnes of carbon credits to offset its Scope 1 and Scope 2 emissions of 852.07 tCO_2e reported for FY 2025-26, reaffirming its commitment to achieving carbon neutrality for operational emissions.

Plastic waste recycling: The Company recycled 109 metric tonnes of plastic waste through its EPR programme during FY 2025-26, supporting responsible waste management and circularity.

Digital transformation: Increased adoption of digital documentation and paperless processes helped reduce paper consumption while improving operational efficiency.

Energy-efficient operations: Continued adoption of LED lighting and energy-efficient air-conditioning systems across stores and other facilities.

Cleaner mobility: Continued progress towards incorporating electric vehicles into operations.

A responsible resource management loop

Reduce
- Energy-efficient lighting
- Star-rated HVAC systems
- Paperless workflows
- Responsible resource consumption

Reuse
- Reusable operational materials
- Efficient packaging practices

Recycle
- Plastic waste through EPR
- Dry and wet waste segregation
- Paper and packaging recovery

Replace
- Conventional packaging with recyclable alternatives
- Conventional mobility with electric vehicles
- Paper-based processes with digital workflows

Waste management

Overview
Waste management is a key focus area within Vedant Fashions' environmental strategy. While the Company's direct operations do not involve large-scale manufacturing or industrial processes, its extensive retail and office network generates packaging and other operational waste.

The Company therefore focuses on waste segregation, responsible disposal, plastic footprint reduction and recycling through authorised channels. Its EPR programme provides a structured mechanism for managing its plastic waste footprint and supporting circularity.

Digitalisation also plays a role in reducing resource consumption, with e-invoicing, digital documentation and paperless workflows helping minimise paper use across the organisation.

Initiatives
Plastic waste management: Continued management of the Company's plastic waste footprint under the EPR framework.

Waste segregation: Strengthened segregation and tracking of dry and wet waste to improve waste management and recovery.

Recycling: Channelised plastic waste through authorised recycling mechanisms.

Packaging optimisation: Increased adoption of recyclable and paper-based packaging alternatives while reducing plastic usage.

Digitalisation: Expanded digital documentation and paperless processes to reduce paper consumption.

Awareness: Continued employee awareness and sensitisation around responsible waste management and resource conservation.

Outlook
Vedant Fashions will continue to strengthen its environmental performance through responsible resource consumption, waste reduction, plastic footprint management and energy efficiency. The Company will focus on sustaining carbon neutrality across its direct operations while progressively deepening environmental considerations across its value chain.

Environmental highlights, FY 2025–26

Environment	Social	Governance
Total GHG emission 852.07 tCO2e	Total workforce 684	Committees: 5 Committees to drive corporate governance within the organization
GHG intensity 0.06 tCO2e/INR million	Diversity and inclusion 20% women in our total workforce	
Water intensity 1.509 Kilolitres/INR million	Occupational Health & Safety Zero fatality at our premises	
Waste management 63.558 kg of plastic waste recycled	Learning and development 100% coverage for employees and workers on BRSR	Supply chain 48% input materials Sourced from MSMEs/small producers.

Vedant's social commitment

Overview

People remain central to Vedant Fashions' ability to build brands, serve customers and sustain long-term growth. The Company's social responsibility extends across employees, customers, vendors, artisans, communities and other stakeholders connected with its ecosystem.

The Company seeks to foster a workplace culture built on respect, inclusion, employee well-being and safety. At the same time, it recognises the importance of building dependable relationships with vendors and value chain partners, supporting artisans and contributing to the communities in which it operates.

Vedant Fashions' social approach therefore combines employee well-being, workplace safety, stakeholder engagement, community development and responsible value-chain practices.

Employee health and well-being

Vedant Fashions places emphasis on creating a healthy, safe and supportive workplace for its employees. Its occupational health and safety framework covers owned offices, warehouses and Company-operated stores, supported by fire safety check, emergency evacuation protocols and periodic safety training.

The Company also promotes holistic employee well-being through health insurance coverage, health camps, fitness initiatives and employee engagement programmes.

Employee health and well-being initiatives

Workplace safety: Strengthened fire safety systems, emergency evacuation protocols and periodic safety training across relevant facilities.

Health and wellness: Continued health camps, health insurance coverage, yoga and fitness initiatives to promote preventive healthcare and holistic well-being.

POSH compliance: Supported a safe and respectful workplace through Internal Committees and awareness initiatives under the Prevention of Sexual Harassment framework.

Safety awareness: Continued employee sensitisation and training to promote a safety-first culture.

Employee engagement: Undertook initiatives designed to strengthen employee participation, morale and workplace satisfaction.

Achievements

Strong employee well-being framework: Continued integration of physical safety, health benefits and wellness initiatives into the employee experience.

Responsible workplace: Strengthened safety awareness and emergency preparedness across offices, warehouses and Company-operated stores.

Inclusive culture: Continued focus on respect, inclusion and employee engagement.

Community impact: Through targeted CSR interventions in education, healthcare, and livelihood development, Vedant Fashions positively impacted 1,28,853 lives in FY 2025-26, reinforcing its commitment to inclusive and sustainable social development.

Responsible value chain

Vedant Fashions recognises that its social responsibility extends beyond its employees to the wider value chain. Vendors, artisans and other business partners play an important role in enabling the Company's products and customer experience.

The Company seeks to build dependable and responsible relationships across its ecosystem by encouraging compliance, ethical business conduct and responsible practices among business partners. This approach helps strengthen the resilience of the value chain while supporting long-term stakeholder relationships.

Community development

Vedant Fashions' CSR efforts are directed towards areas that contribute to inclusive socio-economic development. The Company's programmes focus primarily on education, healthcare, livelihood and community well-being.

Through partnerships with credible organisations, the Company seeks to extend the reach and effectiveness of its community initiatives while creating measurable social impact.

Key focus areas

Education: Supporting access to quality education and opportunities for learning.

Healthcare: Contributing towards healthcare access and community well-being.

Skill development and livelihood: Supporting employability, capability building and livelihood opportunities.

At Vedant Fashions, Environmental, Social and Governance (ESG) reflects our commitment to responsible and inclusive growth, creating long-term value while safeguarding stakeholder interests. Our social initiatives seek to extend the benefits of our growth to a wider set of stakeholders, while strong governance, anchored in transparency, accountability and integrity, ensures regulatory compliance, robust internal controls and timely disclosures. Under the leadership of Navin Pareek, Company Secretary and Compliance Officer, these practices strengthen risk management, stakeholder trust and our standing as a responsible organisation.

Navin Pareek, *Company Secretary and Compliance Officer*

G Vedant's governance focus

Overview

Governance provides the foundation for Vedant Fashions' responsible and sustainable growth. The Company believes that strong ethics, transparent decision-making and robust governance systems are essential for maintaining stakeholder trust and protecting long-term enterprise value.

The Company's governance framework is supported by Board oversight, senior leadership accountability, internal controls, risk management systems and policies covering key areas of responsible business conduct.

Governance considerations are increasingly integrated with the Company's ESG priorities, ensuring that environmental and social responsibilities are supported by appropriate oversight, accountability and disclosure mechanisms. Vedant Fashions' ESG initiatives are supervised by the Board and executed by the senior leadership team.

Our governance platform

Transparency and accountability: Vedant Fashions seeks to maintain transparent and accurate disclosures supported by robust internal controls and clearly defined responsibilities.

Ethical business conduct: The Company's Code of Conduct and related policies provide a framework for ethical behaviour and responsible decision-making.

Risk management: The Risk Management Policy supports identification, assessment and mitigation of risks that could affect business continuity and long-term performance.

Stakeholder protection: The Company maintains mechanisms such as the Whistleblower/Vigil Mechanism to provide channels for raising concerns and reinforcing accountability.

Responsible transactions: The Related Party Transaction Policy supports transparent and responsible management of related-party dealings.

Workplace integrity: The POSH framework, including Internal Committees and awareness initiatives, supports a respectful and safe workplace.

ESG integration: ESG considerations are increasingly embedded within the Company's business strategy, with Board and leadership oversight supporting responsible growth.

Outlook

Vedant Fashions will continue to strengthen its ESG journey by integrating sustainability deeper into its business operations and stakeholder ecosystem. Environmental priorities will remain focused on carbon management, responsible consumption, waste reduction, plastic footprint management, energy efficiency and cleaner mobility.

On the social front, the Company will continue to invest in employee well-being, workplace safety, community development, skill building and responsible value-chain relationships. Governance priorities will focus on strengthening transparency, accountability, risk management and ESG oversight.

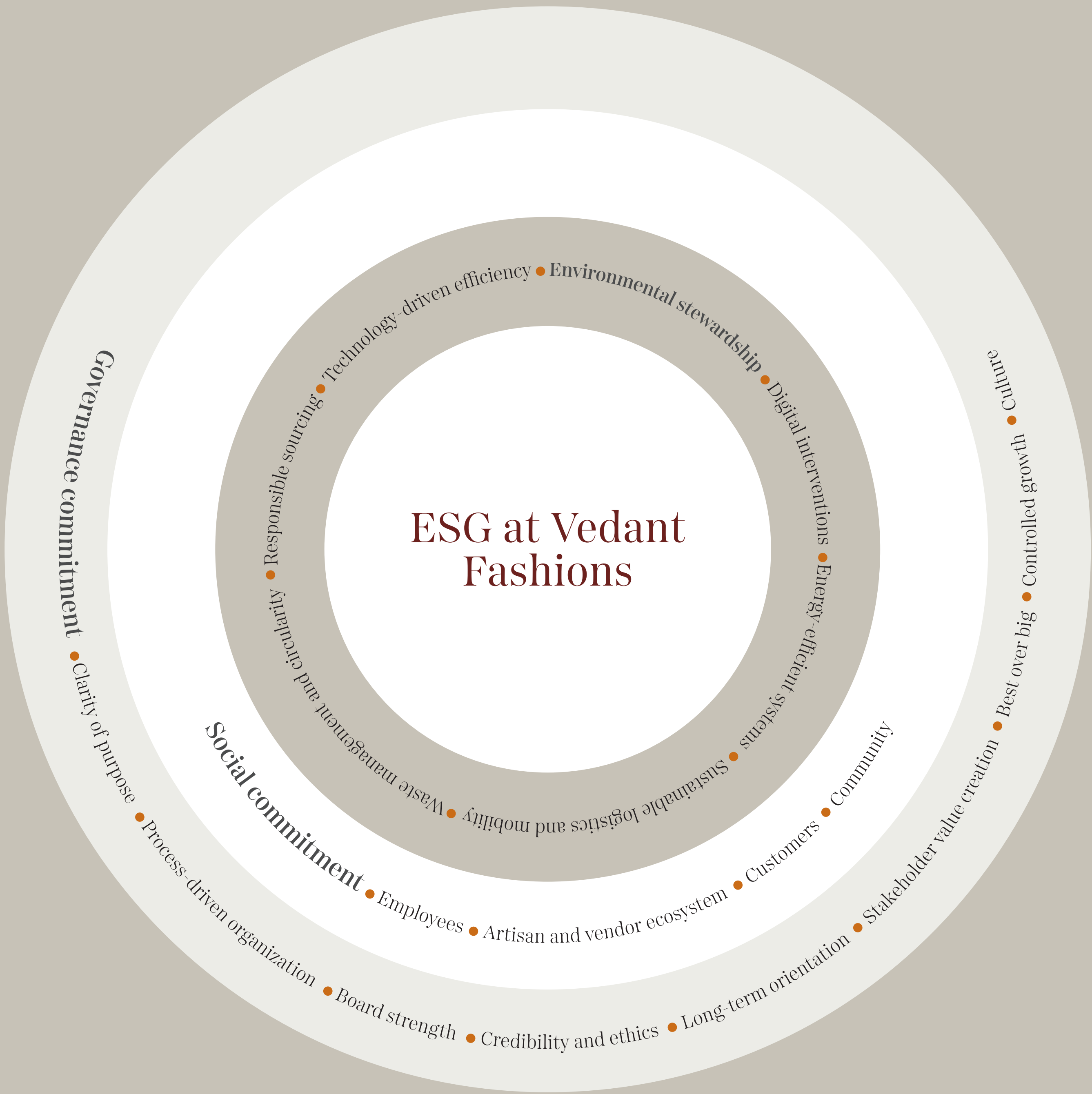
As the Company continues to grow its brands and deepen its relationship with customers and communities, Vedant Fashions remains committed to creating value responsibly – for its people, its partners, its customers and the planet.

Stakeholder value creation: Our business model is designed to benefit all stakeholders – customers (quality products and value), employees (career growth and fulfilment), investors (sustainable returns), vendors (stable partnerships) and communities (responsible engagement).

Best over big: We believe that being the best precedes becoming the biggest. Our focused approach to Indian celebration wear has strengthened brand equity, operational efficiency and profitability - creating a virtuous cycle of reinvestment and growth.

Controlled growth: Our controlled and calibrated expansion reflects our commitment to financial strength, brand potency and sustainable profitability, ensuring liquidity preservation and long-term resilience.

Strong governance culture: Our governance is rooted in ethical conduct, transparency, accountability and forward-looking policies.


ESG at Vedant Fashions
Environmental stewardship
Digital interventions
Energy-efficient systems
Sustainable logistics and mobility
Waste management and circularity
Responsible sourcing
Technology-driven efficiency
Social commitment
Employees
Artisan and vendor ecosystem
Customers
Community
Governance commitment
Clarity of purpose
Process-driven organization
Board strength
Credibility and ethics
Long-term orientation
Stakeholder value creation
Best over big
Controlled growth
Culture

CORPORATE SOCIAL RESPONSIBILITY

Empowering communities to live with dignity

Overview

Vedant Fashions believes that responsible growth extends beyond business performance to creating meaningful and lasting value for communities. The Company's CSR philosophy is rooted in the belief that every individual deserves the opportunity to live with dignity, access quality education, healthcare, and also build a sustainable livelihood.

Through its CSR interventions, Vedant Fashions focuses on three principal areas: education, healthcare and livelihood enhancement. The Company seeks to address the needs of underserved, vulnerable, tribal, rural and economically disadvantaged communities through partnerships with credible implementation agencies and non-governmental organisations.

The Company's approach is centred on creating long-term impact rather than short-term interventions. During FY 2025-26, its CSR initiatives reached 1,28,853 beneficiaries across nine states and one union territory, supported by a CSR expenditure of ₹10.51 crore, against the statutory requirement of ₹10.50 crore under Section 135 of the Companies Act, 2013.

Our CSR vision

We strive to uplift communities and enable them to live with dignity by actively contributing to healthcare, education, and the holistic development of individuals in need.

Our CSR priorities

Education: The Company supports initiatives aimed at improving educational access and continuity for children and young people from underserved communities. Its interventions encompass residential education, school infrastructure, scholarships, nutrition support and opportunities for higher education.

Healthcare: Vedant Fashions supports initiatives that improve access to quality healthcare for economically disadvantaged communities. Its interventions include preventive healthcare, eye care, cataract surgeries, cardiac and non-cardiac treatments and cancer care.

Livelihood enhancement: The Company supports initiatives that create sustainable livelihood opportunities for individuals from marginalised communities. The focus includes vocational training, industry-relevant skilling and employment opportunities, particularly for persons with disabilities.

CSR initiatives, FY 2025-26

Empowering vulnerable children through residential education: Vedant Fashions supported **Parivaar Education Society** in providing free residential education, nutrition, accommodation and holistic care to children from highly vulnerable and economically disadvantaged backgrounds. The initiative sought to provide children with a safe, nurturing environment that supports both learning and overall development.

Advancing higher education opportunities: Through its support to the **International Foundation for Research and Education (IFRE), the sponsoring body of Ashoka University**, the Company facilitated financial aid and scholarship support for deserving students. The initiative helped talented young individuals pursue quality higher education irrespective of their financial circumstances.

Strengthening educational inclusion and child nutrition: The Company partnered with **Sunbird Trust** to support the operational requirements of Alpha Friendship School and sponsor tuition and nutrition programmes for students. The initiative contributed towards educational continuity while addressing the nutritional needs of children.

Transforming the lives of tribal students: Through its contribution to the **Kalinga Institute of Social Sciences (KISS)**, Vedant Fashions supported comprehensive educational, residential, nutritional, developmental and extracurricular needs of underprivileged tribal students. The initiative sought to promote holistic development and empower students with opportunities for a better future.

Expanding education in remote tribal communities: Through its association with the **Friends of Tribal Society**, the Company supported One Teacher Schools (OTS), helping extend grassroots education to geographically remote and underserved tribal communities. The initiative focused on bridging educational gaps and improving access to basic learning opportunities.

Building future-ready youth: Support to the **Navjyoti India Foundation** facilitated education, youth skill development, leadership training and employability enhancement initiatives for children and young adults from marginalised communities in North-West Delhi. The programmes sought to encourage self-reliance, capability building and sustainable social mobility.

Promoting educational equity for rural girls: Through **Help Us Help Them**, the Company supported free residential learning facilities for girls from remote and marginalised communities. The initiative aimed to improve educational access and retention while supporting the personal and overall development of young learners.

Healthcare initiatives

Restoring vision: Vedant Fashions supported the **Yugrishi Shriram Sharma Acharya Charitable Trust (Akhand Jyoti Eye Hospital)** under the Right to Sight initiative. The programme enabled free cataract surgeries, eye screenings and primary eye-care services for economically vulnerable rural populations, helping improve access to essential healthcare and quality of life.

Enhancing access to specialised healthcare: The Company supported the **Rabindranath Tagore Institute of Cardiac Sciences (RTIICS), Kolkata**, facilitating life-saving cardiac and non-cardiac surgeries and advanced medical interventions for indigent patients who otherwise faced financial barriers to specialised treatment.

Supporting critical medical treatment: Through its assistance to **Narayana Superspeciality Hospital, Howrah**, Vedant Fashions supported non-cardiac treatments and surgical procedures for underprivileged patients, helping reduce the financial burden associated with critical medical care.

Supporting cancer care: The Company partnered with **Eastern India Healthcare Foundation – Manipal Hospitals**, formerly Medica Superspeciality Hospital, to support cancer treatment for economically weaker patients. The initiative contributed towards improved access to specialised treatment and patient care.

Promoting sustainable livelihoods

Creating opportunities for persons with disabilities

Vedant Fashions supported the **Trust for Retailers and Retail Associates of India (TRRAIN)** through its flagship programme, PANKH: Wings of Destiny. The initiative empowers persons with disabilities from marginalised backgrounds through industry-relevant training, skill development and employment opportunities in the retail sector.

By connecting skill development with employment opportunities, the programme seeks to strengthen financial independence, dignity and social inclusion while enabling participants to build sustainable livelihoods.

CSR impact, FY 2025-26

1,28,853	9	1	10.51	10.51
Beneficiaries reached	States covered	Union Territory covered	Rs. Crore, CSR expenditure	Rs. Crore, statutory CSR requirement

Impact across three focus areas

Education

- Residential education and holistic care
- Scholarships and higher education
- Tribal and rural education
- Nutrition support
- Youth development and skill building

Principal outcomes: Improved access to education, stronger educational continuity, enhanced learning opportunities and greater access to higher education for vulnerable children and youth.

Healthcare

- Eye screenings and cataract surgeries
- Cardiac and non-cardiac treatments
- Cancer care
- Preventive healthcare

Principal outcomes: Improved access to critical and specialised healthcare, reduced financial barriers to treatment and enhanced health and well-being among underserved communities.

Sustainable livelihoods

- Vocational training
- Industry-relevant skilling
- Employment opportunities for persons with disabilities
- Social inclusion and capability building

Principal outcomes: Enhanced employability, greater financial independence and stronger opportunities for sustainable livelihoods among marginalised individuals.

From outreach to lasting impact

Vedant Fashions recognises that the effectiveness of CSR should be measured not only by the number of beneficiaries reached but also by the sustained outcomes created through its interventions.

The Company therefore intends to progressively institutionalise its CSR programmes by building longer-term partnerships with credible implementation agencies, strengthening programme monitoring and enhancing impact assessment mechanisms.

In FY 2026-27, the Company will continue to focus on education, healthcare and livelihood development, while placing greater emphasis on measurable and sustained outcomes. The monitoring framework will progressively move beyond beneficiary numbers to assess indicators such as student continuity and retention, educational progression and employment or job-placement outcomes following skill development programmes.

Through this approach, Vedant Fashions aims to build CSR programmes that are structured, scalable and capable of creating lasting social value. The Company will continue to work with its implementation partners and community stakeholders to strengthen the reach and depth of its interventions, contributing to a more inclusive and empowered society.

1,28,853 beneficiaries reached through our CSR initiatives in FY 2025-26:

Name of the Implementing Agency / NGO	Segments	Number of impacted beneficiaries
Parivaar Education Society	Promoting education	590
International Foundation for Research and Education or IFRE (sponsoring body of Ashoka University)	Promoting education	50
Sunbird Trust	Promoting education	2,912
Kalinga Institute of Social Sciences	Promoting education	334
Friends of Tribal Society	Promoting education	4,602
Navjyoti India Foundation	Promoting education	19,518
Yugrishi Shriram Sharma Acharya Charitable Trust (owner of Akhand Jyoti Eye Hospital)	Promoting health care including preventive health care	1,00,250
Help Us Help Them	Promoting education	100
Trust for Retailers and Retail Associates of India (TRRAIN)	Promoting sustainable livelihood	250
Narayana Hrudalaya Ltd - Rabindranath Tagore Institute of Cardiac Sciences (RTIICS)	Promoting health care including preventive health care	137
Narayana Superspeciality Hospital (unit of Meridian Medical Research & Hospital Ltd)	Promoting health care including preventive health care	86
Eastern India Healthcare Foundation- Manipal Hospitals (earlier Medica Superspeciality Hospital)	Promoting health care including preventive health care	24

Corporate Social Responsibility- Impact Assessment

During FY 2025-26, the Company commissioned an independent Impact Assessment of select CSR projects through SoulAce Consulting Pvt. Ltd. across the thematic areas of Healthcare, Education and Livelihood Enhancement. The assessment covered projects implemented through various partner organisations and evaluated their relevance, effectiveness, impact and sustainability through stakeholder consultations, beneficiary surveys, field assessments and review of programme outcomes.

The assessment reaffirmed the positive social impact created through the Company's CSR interventions, demonstrating improved healthcare access, enhanced educational outcomes, strengthened employability and livelihood opportunities, and overall socio-economic advancement of beneficiaries. The assessed interventions continue to contribute towards the achievement of Sustainable Development Goals (SDGs), including SDG 3 (Good Health and Well-being), SDG 4 (Quality Education), SDG 8 (Decent Work and Economic Growth) and SDG 10 (Reduced Inequalities).

Stakeholder relations

Theme	CSR Project Assessed	Implementing Partner	States Covered	Key Outcomes
Healthcare	Eye Screening, Spectacle Distribution & Cataract Surgery Programme	Akhand Jyoti Eye Hospital	Bihar	Improved access to eye care services, restoration of vision, enhanced independence and livelihood opportunities among beneficiaries.
Healthcare	Financial Assistance for Cardiac & Non-Cardiac Treatment	RTIICS (Rabindranath Tagore International Institute of Cardiac Sciences)	West Bengal	Improved access to life-saving medical treatment for economically vulnerable patients and reduced financial burden on households.
Healthcare	Financial Assistance for Cardiac & Non-Cardiac Treatment	Narayana Superspeciality Hospital	West Bengal (beneficiaries across multiple states)	Enabled timely medical interventions, improved treatment completion rates and reduced distress financing among beneficiary families.
Healthcare	Cancer Surgery Assistance Programme	Eastern India Healthcare Foundation (Manipal Hospital)	West Bengal	Improved access to cancer treatment, enhanced health outcomes and financial protection for underserved patients.
Education	Residential Care & Education Programme	Parivaar Education Society	West Bengal	Improved educational outcomes, school retention, life skills, hygiene practices and career aspirations among vulnerable children.

Theme	CSR Project Assessed	Implementing Partner	States Covered	Key Outcomes
Education	Higher Education Scholarship Support	IFRE (Ashoka University)	Haryana	Reduced financial burden on students and supported access to quality higher education and academic opportunities.
Education	Access for All (AFA) & School Transformation Programme (STP)	Sunbird Trust	Assam, Manipur, Meghalaya, Nagaland and Sikkim	Improved school attendance, learning outcomes, student confidence and educational continuity.
Education	Tribal Education Scholarship Programme	Kalinga Institute of Social Sciences (KISS)	Odisha	Enhanced educational access, academic performance, life skills and aspirations among tribal students.
Education	Ekal Vidyalaya Programme	Friends of Tribals Society	West Bengal	Strengthened foundational literacy, numeracy, hygiene awareness and community-level educational engagement.
Education	Education & Skill Development Programme	Navjyoti India Foundation	Delhi	Improved academic performance, digital literacy, employability skills and youth development outcomes.
Education	Adhigam Bhoomi Programme	Help Us Help Them (HUHT)	West Bengal	Improved learning outcomes, health and nutrition indicators, self-reliance and environmental awareness among rural girls.
Livelihood Enhancement	PANKH Programme	Trust for Retailers and Retail Associates of India (TRRAIN)	West Bengal and Odisha	Enhanced employability, livelihood opportunities, income generation, financial independence and social inclusion for Persons with Disabilities.

Board of Directors

Ravi Modi
Chairman and Managing Director

Mr. Ravi Modi is the Chairman and Managing Director of the Company and has been associated with the Company since its inception. He is an alumnus of St. Xavier's College, Kolkata, with a background in Commerce, and has close to three decades of experience in the celebration and wedding-wear retail industry. He is the visionary founder behind the brand's evolution into one of India's leading wedding and celebration wear brands.

Mr. Modi has played a defining role in shaping the growth trajectory, business philosophy, and market leadership and has led the Company through multiple phases of expansion, transforming it from a single-brand enterprise into a diversified, omnichannel fashion retailer with a strong presence across India and international markets. As part of his key responsibilities, he provides strategic direction to the Company and oversees design, product development, brand building, and marketing functions, while working closely with the senior leadership team to drive long-term growth and operational excellence.

Mr. Modi's contributions to entrepreneurship and retail have been widely acknowledged through numerous industry recognitions. He was conferred the prestigious 'EY Entrepreneur of the Year 2022' award in the Consumer Products and Retail category. His other notable accolades include the 'Entrepreneur of the Year Award' in Trading Business-Retailer at the Entrepreneur Awards 2016 by ET Now and Franchise India, recognition as a finalist at the EY Entrepreneur of the Year Awards 2016, the Emerging Leader Award at the CMA Management Excellence Awards, and the Retail Leadership Award at the Asia Retail Congress. He has also been recognised as one of the Retail Icons of India by Images Group and among Forbes India's distinguished "Bootstrapped Bosses" for building a highly successful business with limited external capital.

Beyond business, Mr. Modi remains deeply committed to advancing education and social development. He is a Co-founder and Trustee of Ashoka University and serves as a Trustee of Manas Foundation, contributing to initiatives focused on education, leadership, and social impact.

Shilpi Modi
Whole-time Director

Mrs.Shilpi Modi is the Whole-time Director of the Company and has been associated with it since inception. She has studied commerce from Allahabad University and has over two and half decades of rich experience in the in the apparel and fashion industry.

Over the years, Mrs. Modi has played a pivotal role in shaping the Company's product strategy and strengthening its position as a leading celebration and wedding wear brand. She oversees the end-to-end product lifecycle, spanning trend identification, design development, sourcing, merchandising, and portfolio management.

Working closely with the senior leadership team, she contributes significantly to the formulation and execution of strategic priorities across key operational areas. With a deep understanding of fashion trends, consumer behaviour, and brand positioning and focus on quality, design excellence, and customer relevance, she has contributed meaningfully to the continued expansion and evolution of the Company's portfolio of brands.

Sunish Sharma
Non-Executive Director

Sunish Sharma serves as a Non-Executive Director on the Company's Board. He holds a Bachelor's Degree in Commerce from the University of Delhi, is a qualified cost accountant, and earned his MBA as a Gold Medallist from the Indian Institute of Management, Calcutta (Kolkata).

Sunish is the Founder and Managing Partner of Kedaara Capital, a leading private equity firm in India. The firm is stated to manage approximately over $6bn AUM, partnering with entrepreneurs and management teams to build long-term value in growth-oriented businesses. Prior to co-founding Kedaara Capital in 2012, he held senior positions at McKinsey & Company and General Atlantic Partners. He currently serves on the boards of Avanse Financial Services Limited, Spandana Sphoorty Financial Limited, and Care Health Insurance Limited and led the investments in Tynor, Axis Finance, Axtria, R1 RCM, Porter, Impetus, Neurealm, Purplle, Lenskart, Dairy Day, K12 and Ajax. In the past, he has served on several other boards/led investments in Mahindra Logistics, Manjushree, Bill Forge, Hexaware Limited, IndusInd Bank, Jubilant Lifesciences, Cyient Limited and IBS Software Service Limited.

Sunish is a seasoned private equity professional with 29 years of experience across financial services, consumer, business services, technology, healthcare, and industrials, across both private and public markets. He has been profiled by Asian Investor as one of "Asia's 25 Most Influential People in Private Equity" among other prominent recognitions.

Manish Mahendra Choksi
Independent Director

Mr. Manish Mahendra Choksi is an Independent Director on the Board of the Company. He holds a Bachelor's Degree in Chemical Engineering and an MBA with a specialisation in Entrepreneurial Management and MIS from the University of Houston, USA. He has been associated with Asan Paints Limited since 1992, having held key roles across various functions including Sales, Information Technology, Supply Chain, Chemicals, International Business, and Human Resources functions and currently serves as its Non-Executive Vice-Chairman.

In addition to Asian Paints Limited, he serves as an Independent Director on the boards of Torrent Pharmaceuticals Limited, Birlasoft Limited and MSL Driveline Systems Limited, serves as a director on several unlisted companies and start-up advisory boards. Additionally, Manish is a member of the Global Advisory Board of Chiratae Ventures (formerly IDG Ventures), one of India's largest venture capital firms.

Manish is an accomplished business leader and technology strategist with over three decades of entrepreneurial and leadership experience. He has been a leader in the IT community and is an active angel investor with particular interest in investing in companies that champion cross leverage of physical and e-commerce models with a focus on consumers and artificial intelligence / data / analytics.

Tarun Puri
Independent Director #

Tarun Puri is an Independent Director on the Board of the Company. He holds a Bachelor's Degree (Honours) in Mechanical Engineering from Birla Institute of Technology and Science (BITS), Pilani, and a Postgraduate Diploma in Management from the Indian Institute of Management, Calcutta (Kolkata).

He is currently associates with Lighthouse AMC Private Limited as Senior Operating Partner, where he advises leadership teams of portfolio companies on behalf of private equity funds.

With over three decades of global leadership experience, Mr. Puri has built a distinguished career across the retail, consumer durables, FMCG, and footwear sectors. He has held senior leadership positions at Unilever PLC and Nike Inc., where he played a pivotal role in driving sustainable growth, leading business turnarounds, and building high-performing teams. At Nike Inc., he recently served as Vice President – Global Women's Sales, based in Portland, USA. Prior to that, he held the position of Regional Vice President – Haircare, for South Asia and Southeast Asia at Unilever.

#Mr. Puri shall cease to be a Director of the Company upon completion of his tenure on September 05, 2026.

Remembering
Ms. Abanti Mitra

It is with sadness that Vedant Fashions records the passing of Ms. Abanti Mitra, Non-Executive Independent Director, on July 13, 2026.

Ms. Mitra joined the Board in September 2021 and brought to her role a combination of financial expertise, strategic vision, and corporate governance commitment that elevated every discussion. Over the years, she made valued contributions to the deliberations of the Board and its Committees, providing independent judgment, thoughtful engagement, and valuable perspectives.

The Board placed on record its appreciation for Ms Mitra's dedication, passion and guidance, particularly on matters relating to finance, audit, retail perspective, corporate social responsibility and stakeholder interests. As a mark of respect, the Board observed a moment of silence in her memory at its meeting held on July 17, 2026.

The Board, management, and employees extend their condolences to Ms. Mitra's family and loved ones. Her wisdom, integrity, and commitment to responsible business practices will be remembered. The Company will honour her memory by continuing to uphold the principles she championed and by remaining committed to responsible governance and long-term value creation.

VEDANT FASHIONS LIMITED

CIN: L51311WB2002PLC094677

Email: *secretarial@manyavar.com* | **Website:** *www.vedantfashions.com* | **Phone:** 033-61255353

Notice of the Twenty-Fourth Annual General Meeting of the members of Vedant Fashions Limited

Notice is hereby given that the **Twenty-Fourth (24th) Annual General Meeting ('AGM')** of the Members of Vedant Fashions Limited ("the Company") will be held on Monday, September 28, 2026, 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 Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon**

   To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, 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 Financial Statements of the Company for the Financial Year ended March 31, 2026, comprising the Balance Sheet as on March 31, 2026, the 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 considered and adopted."

2. **Declaration of Dividend**

   To declare a Final Dividend on the equity shares for the financial year ended March 31, 2026. The Board of Directors has recommended a Dividend of ₹ 7.75/- (Indian Rupees Seven and Seventy-Five Paisa only), per fully paid-up equity share of ₹ 1/- (Indian Rupees 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 Association of the Company, the members of the Company do hereby approve a final dividend at the rate of ₹ 7.75/- (Indian Rupees Seven and Seventy Five Paisa 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, 2026, 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."

3. **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 as a Director of the Company.

   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(6) and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, Mrs. Shilpi Modi (DIN: 00361954), Director of the Company who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retirement by rotation."

SPECIAL BUSINESS(ES):

4. **Re-Appointment of Chairman and Managing Director**

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RAVI MODI (DIN: 00361853) AS CHAIRMAN AND MANAGING DIRECTOR FOR A PERIOD OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY AND FIXING THE TERMS OF 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 Sections 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the rules made thereunder and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and subject to such consents, permissions and approvals as may be required in this regard, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for re-appointment to the office of Managing Director and pursuant to recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors at its meeting held on 25th July, 2026, the consent of the members be and is hereby accorded for the re-appointment of Mr. Ravi Modi as the Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 28th August, 2026, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement and draft agreement to be entered into by the Company and Mr. Ravi Modi and as available for the inspection of the members.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee and Audit Committee of the Board) be and is hereby authorized to alter, vary and amend the terms and conditions of re-appointment and/or remuneration of Mr. Ravi Modi in such manner as may be agreed to between the Board and Mr. Ravi Modi, within the limits hereby sanctioned in compliance with the laws, as applicable, from time to time.

RESOLVED FURTHER THAT in the event of losses or inadequacy of profits, the remuneration as approved shall be payable as minimum remuneration, subject to the limits and conditions prescribed under sections 197 and 198 read with Schedule V to the Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

5. **Re-Appointment of Whole-time Director**

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MRS. SHILPI MODI (DIN: 00361954) AS WHOLE-TIME DIRECTOR FOR A PERIOD OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY AND FIXING THE TERMS OF 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 Sections 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act and the rules made thereunder and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and subject to such consents, permissions and approvals as may be required in this regard, and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for re-appointment to the office of Whole-time Director and pursuant to recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors at its meeting held on 25th July, 2026, the consent of the members be and is hereby accorded for the re-appointment of Mrs. Shilpi Modi as the Whole-time Director of the Company for a period of 5 (Five) years with effect from 28th August, 2026, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement and draft agreement to be entered into by the Company and Mrs. Shilpi Modi and as available for the inspection of the members.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee and Audit Committee of the Board) be and is hereby authorized to alter, vary and amend the terms and conditions of re-appointment and/or remuneration of Mrs. Shilpi Modi in such manner as may be agreed to between the Board and Mrs. Shilpi Modi, within the limits hereby sanctioned in compliance with the laws, as applicable, from time to time.

RESOLVED FURTHER THAT in the event of losses or inadequacy of profits, the remuneration as approved shall be payable as minimum remuneration, subject to the limits and conditions prescribed under sections 197 and 198 read with Schedule V to the Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

6. **Re-Appointment of Non-Executive Independent Director**

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. MANISH MAHENDRA CHOKSI (DIN: 00026496) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR HIS SECOND TERM OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable, Regulation 17, 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations") as amended from time to time, and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Manish Mahendra Choksi (DIN: 00026496) who holds office as an Independent Director up to September 05, 2026, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, under the provisions of the Act, Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for re-appointment to the office of Non-Executive, Independent Director of the Company, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from September 06, 2026 up to and including September 05, 2031 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Act and the Rules made thereunder, and the applicable provisions of the Listing Regulations, Mr. Manish Mahendra Choksi shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, on such terms as set out in his letter of appointment and as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits of section 197 of the Act read with the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

7. **Appointment of Mr. Nihir Parikh (DIN: 03434395) as a Non-Executive Independent Director of the Company**

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. NIHIR PARIKH (DIN: 03434395) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR FIRST TERM OF 5 (FIVE) YEARS ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and Rules 4, 5 and 6 of the Companies (Appointment and Qualification of Director) Rules, 2014 and such other rules, as may be applicable (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time, and pursuant to the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on July 17, 2026 and the Board of Directors at its meeting held on 2nd September, 2026, Mr. Nihir Parikh (DIN: 03434395) who has been appointed by the Board of Directors as an Additional Director, to be designated as Non Executive Independent Director of the Company with effect from 2nd September, 2026, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 2nd September, 2026, up to and including 1st September, 2031, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Nihir Parikh, shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and Listing Regulations, on such terms as set out in his letter of appointment and as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits of section 197 of the Act read with the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

8. Appointment of Ms. Neetu Kashiramka (DIN: 01741624) as a Non-Executive Independent Director of the Company

TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. NEETU KASHIRAMKA (DIN: 01741624) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR FIRST TERM OF FIVE YEARS ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and Rules 4, 5 and 6 of the Companies (Appointment and Qualification of Director) Rules, 2014 and such other rules, as may be applicable (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time, and pursuant to the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at its meeting held on 2nd September, 2026, Ms. Neetu Kashiramka (DIN: 01741624) who has been appointed by the Board of Directors as an Additional Director, to be designated as Non Executive Independent Director of the Company with effect from 2nd September, 2026, in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing her candidature for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non- Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 2nd September, 2026, up to and including 1st September 2031, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Neetu Kashiramka (DIN: 01741624), shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and Listing Regulations, on such terms as set out in her letter of appointment and as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits of section 197 of the Act read with the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

Date: September 2, 2026
Place: Kolkata

By Order of the Board of Directors
For **VEDANT FASHIONS LIMITED**

NAVIN PAREEK
Company Secretary & Compliance Officer
(ICSI Memb. No. F10672)

Registered Office:
A501-502, 4th Floor, SDF-1,
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:** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), where applicable, Regulation 36 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as applicable, in respect of business to be transacted at the 24th Annual General Meeting ("AGM"), as set out under Item Nos. 4,5,6,7 and 8 above and the relevant details of the Directors as mentioned under Item No. 3, above as required by Regulation 36(3) of the Listing Regulations and as required under the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is 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, September 19, 2024, September 22, 2025 and the Securities and Exchange Board of India vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (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.

3. In compliance with the applicable provisions of the Act, Listing Regulations read with the Applicable Circulars, the Company has decided to convene the 24th AGM as an e-AGM and the Members can attend and participate in 24th AGM through VC/ OAVM through login credentials provided to them for the same. The deemed venue for 24th 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.

4. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form is not annexed to this Notice. Further, attendance slip including route map is not annexed to this Notice.

5. 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 24th AGM through VC/OAVM Facility.

6. 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 the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, the Annual Report for the Financial Year 2025-26 including the Notice of the e-AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA. 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.

   Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where the Notice of AGM and the Annual Report for the financial year 2025-26 is available is being sent to those members whose e-mail address are not registered with the Depositories/not submitted to the RTA.

   In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of ***https://evoting.kfintech.com*** (KFintech Website) or contact Mr. S. Prasad, Manager, at ***evoting@kfintech.com*** or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

   Further, the Annual Report 2025-26 including Notice of 24th 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.

7. **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 24th 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***.

8. **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 fifteen 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 2,000 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 Act.

9. **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.

   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***.

10. Electronic voting: In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

    However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.

    Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

11. **Procedure for 'remote e-voting' and 'e-voting at the AGM' ("Insta Poll"):**

A. **Remote E-Voting Facility:**
The Company is providing to its members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

The remote e-voting period commences on Friday, September 25, 2026 from 9.00 a.m. IST and ends on Sunday, September 27, 2026, at 5.00 p.m. IST and Members holding shares either in dematerialized form or in physical 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.

B. **Instructions for Voting through electronic means (Remote e-voting)**
The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meeting (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular- SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Open web browser and type the following URL: ***https://eservices.nsdl.com/*** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. II. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. III. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. **2. User not registered for IDeAS e-Services** Option to register is available at ***https://eservices.nsdl.com*** Select "Register Online for IDeAS" Portal or click at ***https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp*** and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

Type of shareholders	Login Method
	3. Alternatively by directly accessing the e-Voting website of NSDL Visit the e-voting website of NSDL. Open web browser and type the following URL: ***https://www.evoting.nsdl.com/*** either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider- - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	4. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest I. Open web browser and type: ***www.cdslindia.com*** and click on login icon and select New System Myeasi II. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. III. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.
	2. User not registered for Easi/Easiest Option to register for Easi/Easiest is available at ***www.cdslindia.com*** Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	3. Alternatively, by directly accessing the e-Voting website of CDSL I. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in ***www.cdslindia.com***. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. II. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. II. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. III. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at ***evoting@nsdl.co.in*** or call at : 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at ***helpdesk.evoting@cdslindia.com*** or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: ***https://evoting.kfintech.com*** in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein, you are required to mandatorily change your 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVEN, i.e., 'Vedant Fashions Limited- AGM' and click on "Submit"
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at ***info@mandaassociates.in*** and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'VFL_EVEN No.'

Details on Step 3 are mentioned below

II) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. 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/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.

ii. Facility for joining AGM though VC/ OAVM shall open 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id. Questions /queries received by the Company till 24 hours before the AGM date shall only be considered and responded during the AGM.

vi. Facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis.

vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

B. Instructions for e-voting at the AGM (Insta Poll)

i. 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.

ii. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

iii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

iv. 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.

v. The Voting Rights shall be in proportion to their shares in the paid-up equity shares capital of the company as on the cut-off date i.e., **Monday, September 21, 2026**. 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., **Monday, September 21, 2026** 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.

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. The Members who wish to post their questions prior to the meeting can do the same by visiting ***https://emeetings.kfintech.com***. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option in the window provided. 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: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit ***https://emeetings.kfintech.com*** and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

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. **Dividend Related Information**

The dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid on or after Tuesday September 29, 2026, to those Members, whose names are registered in the Company's Register of Members as Beneficial Owners as at the end of business hours on Monday, September 21, 2026 as per the lists to be furnished by NSDL and CDSL in respect of the shares of the Company, which are maintained with KFin (RTA) having their address at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500032 (India), within the stipulated timeline as per the law.

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/RTA shall dispatch the dividend warrant/cheque to them by post.

As per the Indian Income Tax Act, 2025 ('IT Act'), dividends paid or distributed by the Company is taxable in the hands of the shareholders. Accordingly, companies are required to deduct tax at source from dividends paid to shareholders at the time of making the payment of the said Dividend, if declared at the above AGM. TDS rate may vary depending on the residential status of the shareholder and the documents submitted to and accepted by the Company under the provisions of the Act. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Depositories Participants (in case of shares held in demat mode).

(A) Resident Shareholders

For resident shareholders, taxes shall be deducted at source under Section 393(1) of the IT Act as follows:

Particulars	TDS Rate
Members having valid Permanent Account Number (PAN)	10%
Members not having PAN*/ invalid PAN*/ inoperative PAN**	20%

* As per Section 397 of the IT Act, TDS will be deducted at 20%, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company/KFinTech/Depository Participant. In case of individual members, if PAN is not registered with the Company/KFinTech/Depository Participant & cumulative dividend payment to an individual member is more than INR 10,000/- during the tax year 2026-27, TDS/withholding tax will be deducted at 20% in compliance with Section 397 of the IT Act.

** As per section 262(6) 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 inoperative and tax shall be deducted at higher rates as prescribed under the IT Act. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking validity of PANs / inoperative PANs.

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 tax year 2026-27 does not exceed INR 10,000/-. Further, as per Section 393(6) of the IT Act, no TDS shall be deducted if the Resident Individual Shareholder provides duly filed declaration in Form 121, provided that the form is accurately filled, and it meets the prescribed eligibility conditions under the relevant IT Act and IT Rules.

With respect to shareholders submitting order under Section 395 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, the rate of tax mentioned in the order under Section 395 of the IT Act will be taken for the purpose of withholding tax.

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 a specified mutual fund as per Serial No. 20 or Serial No. 21 of Schedule VII of the IT Act read with Section 393(5) of the IT Act, will be required for non-deduction of TDS.

With respect to shareholders being Life Insurance Corporation ("LIC"), General Insurance Company ("GIC"), Other Insurer as mentioned under Section 393(4) (Table: Serial No. 10) of the IT Act, self-attested copy of registration / exemption certificate substantiating that the provisions of Section 393(1) (Table: Serial No. 7) of the IT Act is not applicable along with PAN card will be required for non-deduction of TDS.

With respect to shareholders being Category I or Category II Alternative Investment Fund (AIF), a self-declaration that its income is exempt under Schedule V (Table: Serial No. 1) of the IT Act, self-attested copy of SEBI registration certificate and self-attested copy of the PAN card will also be required for non-deduction of TDS.

In case of any other entity exempt from withholding tax under the provisions of Section 393(6) of the IT Act and entities as provided in Circular No. 18 of 2017 dated 29th May 2017, the authorized signatory shall submit a self-declaration duly signed with stamp affixed for the purpose of claiming exemption from TDS along with self-attested copy of PAN card.

With respect to shareholders mentioned under Section 393(5) of the IT Act such as Government, Reserve Bank of India and/or any corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income, self-declaration along with any documentary evidence that the person is covered under Section 393(5) of the Act and a self-attested copy of the PAN card.

(B) Non-Resident Shareholders

As per Section 159 of the IT Act, non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] are subject to TDS @ 20% (*plus applicable surcharge and cess*) or rates specified under Double Taxation Avoidance Agreement, whichever is lower.

Non-resident shareholder can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents –

(i) Self-attested copy of PAN Card. In case of persons not having a PAN, Tax Identification Number of the shareholder in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the shareholder is identified by the Government of that country or the specified territory of which he claims to be a resident.

(ii) Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident.

(iii) Copy of Form 41 (*as per Rule 75 of the Income Tax Rules 2026*) filed electronically on the Indian Income Tax Portal.

(iv) Self-declaration from non-resident shareholders, primarily covering the following:

- Non-resident is eligible to claim the benefit of respective tax treaty;
- Non-resident will continue to remain a tax resident of the country of your residency during the Tax Year 2026-27 or Calendar Year 2026;
- Non-resident receiving the dividend income is the beneficial owner of such income.
- Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base or Business Connection or Place of Effective Management in India.
- Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI').

Note - The Company is not obligated to automatically apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of DTAA rates shall depend upon the completeness of the documents submitted by the non-resident shareholders and review to the satisfaction of the Company.

For all shareholders (Resident and Non-Resident) - Declaration as per Rule 203

In terms of Rule 203(2) of the Income Tax Rules 2026, 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 file a declaration with the company in the manner prescribed in the Rules. The declaration must consist of name, address, PAN, along with other documents mentioned above depending upon the tax residency status of such person to whom credit is to be given and proportion of credit to be given in respect of dividend income.

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 by Tuesday, September 22, 2026.

Kindly note any forms, declarations and documents that are incomplete and/or unsigned or submitted after Tuesday, September 22, 2026 (7.00 pm I.S.T.) will not be considered by the Company.

Members may please note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, non-compliance of prescribed procedure or insufficiency of the aforementioned 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. No claim shall lie against the Company for such taxes deducted. Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

Unclaimed Dividend: The details of members who have not claimed their dividend for the financial year 2021-22, 2022-23, 2023-24 and 2024-25 are made available on the Company's website at ***https://www.vedantfashions.com/investors-category/reports-results/investor-information/investor-education-and-protection-fund/***. Members who have not encashed/claimed their dividend pertaining to the financial year 2021-22, 2022-23, 2023-24 and 2024-25 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.

14. 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 despatch of the Notice and holding shares as of the cut-off date i.e., Monday, September 21, 2026, 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

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.

III. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, September 21, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

General Information

15. 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, Contract of Services or Agreement executed with the Executive Directors and the Company and the Certificate from Auditors of the Company, Letter of Appointment of Non-Executive Independent Director 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.

16. The Board of Directors of the Company has appointed Ms. Khusbhoo Agarwal, Partner of 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 she has communicated her willingness for appointment and availability for this purpose.

17. 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.

18. 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., Monday, September 28, 2026.

19. 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.

20. **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

21. 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.

22. **Nomination:** Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in electronic form may contact their respective DPs for availing the facility of nomination in respect of shares held by them. 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***.

23. SEBI has established a common Online Dispute Resolution Portal pursuant to its circular dated July 31, 2023, as updated from time to time, 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.

24. **Online application for Investor Query:** Members are hereby notified that our RTA , KFin Technologies Limited, basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, has launched an online application which can be accessed at ***https://ris.kfintech.com/default.aspx#*** > Investor Services > Investor Support. Members are requested to register / signup, using the Name , PAN , Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query, Complaints, check for status, KYC details, Dividend , Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: *https://kprism.kfintech.com/signup*

25. **Senior Citizens - Investor Support:**

As part of the initiative, our RTA in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, ***senior.citizen@kfintech.com*** . Senior Citizens (above 60 years of age) have to provide the following details :

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

26. **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 in terms of Section 102 of the Companies Act, 2013 ("the Act") read with Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable

The following Explanatory Statement pursuant to Section 102(1) of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 36(5) of the Listing Regulations sets out all the material facts relating to the item of special business mentioned in this AGM Notice:

Item No. 4:

Re-appointment of Mr. Ravi Modi (DIN: 00361853) as Chairman and Managing Director

The Board of Directors at its meeting held on August 28, 2021 has passed the resolution for reappointment of Mr. Ravi Modi (DIN: 00361853) as Chairman and Managing Director of the Company. Further, the Shareholders at the Extra-Ordinary General Meeting (EGM) held on September 04, 2021, approved the re-appointment of Mr. Ravi Modi as a Chairman and Managing Director of the Company for a period of 5 (Five) years, with effect from August 28, 2021 up to and including August 27, 2026.

Mr. Ravi Modi has studied Commerce from St. Xavier's College, Kolkata. Mr. Modi has been associated with the Company since inception as Founder & Promoter of the Company, bringing with him a wealth of experience and expertise spanning over 25 years in the industry and a sharp strategic vision. Considering the Leadership qualities and in-depth knowledge of business and experience in general management of organization, exposure to Sales and Marketing Management, Finalization of Products & Designs, understanding of the consumers, ability to analyse and understand the key Financial Statements, Interpersonal Relations, Human Resources Management, communication, Corporate Social Responsibility including environment and sustainability and on the basis of performance evaluation, based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors, at its meeting held on July 25, 2026, approved and recommended the reappointment of him as Chairman and Managing Director for a further period of 5 (Five) years commencing from August 28, 2026 upto and including August 27, 2031, subject to the approval of shareholders in the ensuing 24th Annual General Meeting, and his office shall be liable to retire by rotation.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Act, proposing his candidature to the office of Chairman and Managing Director of the Company.

A. **PERIOD OF REAPPOINTMENT:** August 28, 2026 to August 27, 2031

B. **REMUNERATION:** The maximum remuneration payable to Mr. Ravi Modi will be ₹ 36 million per annum comprising of ₹ 18 Million as Fixed Pay and ₹ 18 Million as Variable Pay, which will be payable based on the performance targets of the Company and such other parameters as may be decided/determined by the Nomination and Remuneration Committee or the Board from time to time, with the authority to the Board of Directors to revise/vary/amend the terms & conditions of letter of appointment including remuneration within the maximum limit of ₹36 million.

No sitting fees will be paid for attending the meeting of the Board of Directors or Committees thereof.

Mr. Ravi Modi satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act and he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

All other terms and conditions of the reappointment are set out in the Contract of Services or Agreement to be executed between the Company and Mr. Ravi Modi.

Brief resume of Mr. Ravi Modi and other disclosures relating to him are provided in "**Annexure**" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

It is proposed to seek the Shareholders' approval for the re-appointment of and remuneration payable to Mr. Ravi Modi, as Chairman and Managing Director, in terms of the provisions of the Act.

Mr. Ravi Modi is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment and payment of remuneration. Relatives of Mr. Ravi Modi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors except Mrs. Shilpi Modi, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board believes that the Company will benefit from his rich and varied experience. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5:

Re-appointment of Mrs. Shilpi Modi (DIN: 00361954) as Whole-time Director

The Board of Directors at its meeting held on August 28, 2021 has passed the resolution for reappointment of Mrs. Shilpi Modi (DIN: 00361954) as Whole-time Director of the Company. Further, the Shareholders at the Extra-Ordinary General Meeting (EGM) held on September 04, 2021, approved the re-appointment of Mrs. Shilpi Modi as a Whole-time Director of the Company for a period of 5 (Five) years, with effect from August 28, 2021 up to and including August 27, 2026.

Mrs. Shilpi Modi has studied Commerce from Allahabad University. Mrs. Modi has been associated with Company since inception, bringing with her vast experience and expertise spanning over 25 years in the garment industry. She oversees the Company's production & product lifecycle. Considering her Leadership qualities and in-depth knowledge and experience in general management of organization and also Interpersonal relations, human resources management skills, communication, corporate social responsibility including environment and sustainability and on the basis of performance evaluation, based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors, at its meeting held on July 25, 2026, approved and recommended the reappointment of her as Whole-time Director for a further period of 5 (Five) years commencing from August 28, 2026 upto and including August 27, 2031, subject to the approval of shareholders in the ensuing 24th Annual General Meeting, and her office shall be liable to retire by rotation.

The Company has received a Notice in writing from a Shareholder under Section 160 of the Act, proposing her candidature to the office of Whole-time Director of the Company.

A. **PERIOD OF REAPPOINTMENT:** August 28, 2026 to August 27, 2031

B. **REMUNERATION:** The maximum remuneration payable to Mrs. Shilpi Modi will be ₹ 24 Million per annum comprising of ₹ 12 Million as Fixed Pay and ₹ 12 Million as Variable Pay, which will be payable based on the performance targets of the Company and such other parameters as may be decided/determined by the Nomination and Remuneration Committee or the Board from time to time, with the authority to the Board of Directors to revise/vary/amend the terms & conditions of letter of appointment including remuneration within the maximum limit of ₹ 24 million.

No sitting fees will be paid for attending the meeting of the Board of Directors or Committees thereof.

Mrs. Shilpi Modi satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act and she is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

All other terms and conditions of the reappointment are set out in the Contract of Services or Agreement to be executed between the Company and Mrs. Shilpi Modi.

Brief resume of Mrs. Shilpi Modi and other disclosures relating to her are provided in "Annexure" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

It is proposed to seek the Shareholders' approval for the re-appointment of and remuneration payable to Mrs. Shilpi Modi, as Whole-time Director, in terms of the provisions of the Act.

Mrs. Shilpi Modi is interested in the resolution set out at Item No. 5 of the Notice with regard to her re-appointment and payment of remuneration. Relatives of Mrs. Shilpi Modi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors except Mr. Ravi Modi, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board believes that the Company will be benefitted from her rich and varied experience. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Item No. 6:

Re-appointment of Mr. Manish Mahendra Choksi (DIN: 00026496) as Non-Executive Independent Director

The Board of Directors at its meeting held on September 06, 2021 has passed the resolution for appointment of Mr. Manish Mahendra Choksi (DIN: 00026496) as Non-Executive Independent Director of the Company. Further, the Shareholders at the Extra-Ordinary General Meeting (EGM) held on September 07, 2021, approved the appointment of Mr. Manish Mahendra Choksi as a Non-Executive Independent Director of the Company for a period of 5 (Five) years, with effect from September 06, 2021 upto and including September 05, 2026.

Mr. Choksi 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 startups. He serves on the global advisory board of Chiratae Ventures (formerly IDG Ventures), one of India's largest technology-focused venture capital companies. Considering his 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, his knowledge of Supply Chain Management, Technology and on the basis of performance evaluation and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, at its meeting held on July 25, 2026, approved and recommended the reappointment of him as Non-Executive Independent Director for a second term of 5(Five) years commencing from September 06, 2026 upto and including September 05, 2031, subject to the approval of shareholders in the ensuing 24th Annual General Meeting, and his office shall be not be liable to retire by rotation.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a Special Resolution by the shareholders. In terms of Section 149 read with Section 152 and Schedule IV of the Act, Mr. Manish Mahendra Choksi is eligible for reappointment for the second term as an Independent Director of the Company. The Company has, in terms of Section 160 of the Act, received in writing a notice from a member, proposing his candidature for the office of director.

The Company has received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties in terms of Regulation 25(8) of Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

The Director shall be paid sitting fees and commission, as may be approved by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee, within the overall permissible limits under section 197 of the Act. The terms and conditions of his re-appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Brief resume of Mr. Manish Mahendra Choksi and other disclosures relating to his are provided in "Annexure" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of Listing Regulations and other applicable Regulations, the re-appointment of Mr. Manish Mahendra Choksi as Non-Executive Independent Director is being placed before the members for their approval by way of a Special Resolution.

The Board recommends the special resolution set out in Item No. 6 of the Notice, for approval of the members. Mr. Choksi abstained from discussions and voting on the matters concerning his appointment during the meetings of NRC as well as the Board of Directors.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. Manish Mahendra Choksi and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7:

Appointment of Mr. Nihir Parikh (DIN:03434395) as Non-Executive Independent Director

In terms of Regulation 17 of the Listing Regulations, at least half of the Board of the Company is required to comprise Independent Directors, in view of the Chairperson being a promoter. In view of such requirements, the Nomination and Remuneration Committee has, based on the balance of skills, knowledge and experience required on the Board of the Company, prepared a description of the role and capabilities required of an independent director and recommended the appointment of Mr. Nihir Parikh (DIN: 03434395) as an Additional Director, to be designated as Non-Executive Independent Director on the Board of the Company.

Mr. Nihir Parikh is a business leader and entrepreneur with approximately two decades of Professional experience spanning consumer technology, e-commerce, fashion, beauty and personal care, omnichannel retail, corporate strategy, business development, supply chain management, business analytics and life sciences. Nihir spent nearly a decade at Nykaa, he held several leadership roles culminating in his last position as the Chief Executive Officer of Nykaa Fashion and NykaaMan, where he was responsible for driving growth across fashion and lifestyle categories, strengthening platform capabilities, and enhancing consumer engagement. Prior to joining Nykaa, he worked for over five years at GE Healthcare Life Sciences as Business Development Manager and earlier at Genentech Inc. USA as a Process Development

Engineer, Biotechnology. Mr. Parikh offers strong expertise in consumer internet, digital commerce, and omnichannel retail, with a proven track record in building and scaling consumer-centric platforms and brands in India. He currently serves as a Director at RNJP Technologies Private Limited, (***SoulSensei.in***) since July 2023. Mr. Parikh holds an MBA from INSEAD, Master of Science in Chemical Engineering from Stanford University, Bachelors in Chemical Engineering from UICT, Mumbai.

Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee at its meeting held on July 17, 2026, the Board of Directors at its meeting dated September 02, 2026 appointed Mr. Nihir Parikh (DIN: 03434395) as Additional Director of the Company to be designated as the Non-Executive Independent Director, to hold office up to the date of ensuing 24th Annual General Meeting of the Company.

In the aforesaid meeting the Board, based on the recommendation of Nomination and Remuneration Committee, further considered and approved the appointment of Mr. Nihir Parikh (DIN: 03434395) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from September 02, 2026 and up to and including September 01, 2031, subject to approval of the Members in the 24th Annual General Meeting of the Company..

Mr. Nihir Parikh qualifies for being appointed as a Non-Executive Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from member(s) proposing his candidature for the office of Director, not liable to retire by rotation. The Company has received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties in terms of Regulation 25(8) of Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

The Director shall be paid sitting fees and commission, as may be approved by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee, within the overall permissible limits under section 197 of the Act. The copy of the letter of appointment to be issued to Mr. Nihir Parikh setting out terms and conditions of his appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Brief resume of Mr. Nihir Parikh and other disclosures relating to his are provided in “Annexure” to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Nihir Parikh as Non-Executive Independent Director is being placed before the members for their approval by way of a Special Resolution.

The Board recommends the special resolution set out in Item No. 7 of the Notice, for approval of the members by means of a special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, except Mr. Nihir Parikh and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 7 of the Notice.

Item No.8:

Appointment of Ms. Neetu Kashiramka (DIN: 01741624) as Non-Executive Independent Director

In terms of Regulation 17 of the Listing Regulations, at least half of the Board of the Company is required to comprise Independent Directors, in view of the Chairperson being a promoter. In view of such requirements, the Nomination and Remuneration Committee has, based on the balance of skills, knowledge and experience required on the Board of the Company, prepared a description of the role and capabilities required of an independent director and recommended the appointment of Ms. Neetu Kashiramka (DIN: 01741624) as an Additional Director, to be designated as Non-Executive Independent Director on the Board of the Company.

Ms. Neetu Kashiramka is a Chartered Accountant with over 28 years of experience in finance, business leadership, strategy, corporate governance and value creation, particularly across the FMCG and consumer sectors.

She was the Managing Director and Chief Financial Officer of VIP Industries Limited and has held senior leadership positions with reputed organisations including Jyothy Laboratories and Greaves Cotton. At VIP Industries, she was responsible for finance and several strategic and corporate functions and was involved in business transformation, investor relations and key strategic initiatives.

She has extensive experience in corporate finance, capital markets, fundraising, IPOs, QIPs, mergers and acquisitions, investor relations, business transformation, operational restructuring and corporate governance. She has also been associated with the leadership and oversight of businesses through periods of significant growth and transformation.

She is the Founder of Neetara Advisors, a strategic and capital advisory firm, advising promoters and leadership teams on growth strategy, business transformation, fundraising, IPO readiness and value creation.

Ms. Kashiramka currently serves as an Independent Director and Chairperson of the Audit Committee of companies within the Groww Group. She brings to the Board extensive financial expertise, strategic leadership experience and a strong understanding of governance, stakeholder management and value creation.

She is a member of the Institute of Chartered Accountants of India and holds a Bachelor's degree in Commerce from the University of Mumbai.

Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting dated September 02, 2026 appointed Ms. Neetu Kashiramka (DIN: 01741624) as Additional Director of the Company to be designated as the Non-Executive Independent Director, to hold office up to the date of ensuing 24th Annual General Meeting of the Company.

In the aforesaid meeting the Board, based on the recommendation of Nomination and Remuneration Committee, further considered and approved the appointment of Ms. Neetu Kashiramka (DIN: 01741624) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from September 02, 2026 and up to and including September 01, 2031, subject to approval of the Members in the 24th Annual General Meeting of the Company.

Ms. Neetu Kashiramka qualifies for being appointed as a Non-Executive Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from member(s) proposing her candidature for the office of Director, not liable to retire by rotation. The Company has received declaration from her confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. She has further confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties in terms of Regulation 25(8) of Listing Regulations. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company.

The Director shall be paid sitting fees and commission, as may be approved by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee, within the overall permissible limits under section 197 of the Act. The copy of the letter of appointment to be issued to Ms. Neetu Kashiramka setting out terms and conditions of her appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Brief resume of Ms. Neetu Kashiramka and other disclosures relating to her are provided in "Annexure" to the Notice pursuant to the provisions of the Act, read with Schedule V, Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of Listing Regulations and other applicable Regulations, the appointment of Ms. Neetu Kashiramka as Non-Executive Independent Director is being placed before the members for their approval by way of a Special Resolution.

The Board recommends the special resolution set out in Item No. 8 of the Notice, for approval of the members by means of a special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, except Ms. Neetu Kashiramka and his relatives, is concerned or interested, in the Resolution mentioned at Item No. 8 of the Notice.

Date: September 2, 2026
Place: Kolkata

By Order of the Board of Directors
For **VEDANT FASHIONS LIMITED**

NAVIN PAREEK
Company Secretary & Compliance Officer
(ICSI Memb. No. F10672)

Registered Office:
A501-502, 4th Floor, SDF-1,
Paridhan Garment Park,
19, Canal South Road, Kolkata 700015, West Bengal (INDIA)
CIN- L51311WB2002PLC094677
Phone - 033 6125 5353
Website - ***www.vedantfashions.com***

Annexure

Details of directors seeking appointment / re-appointment / fixation of remuneration at the Annual General Meeting

(including information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards)

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Category of Director / Designation / Position in the Company	Chairman & Managing Director / Executive	Whole-time Director / Executive	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
DIN	00361853	00361954	00026496	03434395	01741624
Date of Birth / Age	March 13, 1977 / 49 years	September 18, 1978 / 47 years	September 12, 1967/ 58 years	February 17, 1982 / 44 years	March 05, 1974 / 52 years
Profile / Background Details, Recognition or awards	Mr. Ravi Modi, the Chairman and Managing Director of our Company, has been the cornerstone of our consistent growth and continued success. An alumnus of St. Xavier's College, Kolkata, with a background in commerce, Mr. Modi has been associated with the Company since its inception. He brings with him over two and-a-half decades of rich industry experience and a sharp strategic vision. As part of his key responsibilities, Mr. Modi oversees the design and marketing operations of the Company. Working closely with the senior management team, he plays a pivotal role in steering the execution of strategic initiatives across these critical functions. Under his dynamic leadership, the Company has significantly accelerated its digital transformation journey. This includes the establishment of a robust online presence through our own proprietary e-commerce platform, as well as through strategic alliances with leading third-party online marketplaces. Mr. Modi's entrepreneurial acumen and leadership excellence have been widely recognised over the years.	Mrs. Shilpi Modi serves as the Whole time Director of our Company and has been an integral part of the organisation since its inception. A commerce graduate from Allahabad University, she brings with her nearly 27 years of rich experience in the garment industry. With a deep understanding of fashion trends and consumer preferences, Mrs. Modi oversees the management of the Company's entire product lifecycle. She works closely with the senior leadership team to drive and implement strategic initiatives across key operational areas. Her domain expertise and commitment have significantly contributed to the growth and evolution of our brand.	Mr. Manish Choksi is an accomplished business leader and technology strategist with over three decades of entrepreneurial and leadership experience. He serves as 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 is currently the Non-Executive Vice-Chairman of Asian Paints Limited, where he has been associated since 1992. Over the years, he has held leadership roles across key functions including Sales, Information Technology, Supply Chain, Chemicals, International Business, and Human Resources of Asian Paints Limited.	Mr. Nihir Parikh is a business leader and entrepreneur with approximately two decades of Professional experience spanning consumer technology, e-commerce, fashion, beauty and personal care, omnichannel retail, corporate strategy, business development, supplychain management, business analytics and life sciences. Nihir spent nearly a decade at Nykaa, he held several leadership roles culminating in his last position as the Chief Executive Officer of Nykaa Fashion and NykaaMan, where he was responsible for driving growth across fashion and lifestyle categories, strengthening platform capabilities, and enhancing consumer engagement. Prior to joining Nykaa, he worked for over five years at GE Healthcare Life Sciences as Business Development Manager and earlier at Genentech Inc. USA as a Process Development Engineer, Biotechnology.	Ms. Neetu Kashiramka is a Chartered Accountant with over 28 years of experience in finance, business leadership, strategy, corporate governance and value creation, particularly across the FMCG and consumer sectors. She was the Managing Director and Chief Financial Officer of VIP Industries Limited and has held senior leadership positions with reputed organisations including Jyothy Laboratories and Greaves Cotton. At VIP Industries, she was responsible for finance and several strategic and corporate functions and was involved in business transformation, investor relations and key strategic initiatives. She has extensive experience in corporate finance, capital markets, fundraising, IPOs, QIPs, mergers and acquisitions, investor relations, business transformation, operational restructuring and corporate governance. She has also been associated with the leadership and oversight of businesses through periods of significant growth and transformation.

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
	He was honoured with the prestigious EY Entrepreneur of the Year 2022 award in the Consumer Products and Retail category. His earlier accolades include the Entrepreneur of the Year Award in Trading Business – Retailer at the Entrepreneur Awards 2016 by ET Now and Franchise India, and recognition as a finalist at the 2016 Entrepreneur of the Year Awards by Ernst & Young. In 2015, he received the 'Bravery and Entrepreneur Award' and Certificate of Honour as one of the Top Entrepreneurs of India from Parwaz Media Group, along with the Emerging Leader Award at the CMA Management Excellence Awards. Further adding to his accomplishments, Mr. Modi was presented the Retail Leadership Award at the Asia Retail Congress by ET Now in 2013. In 2012, he received the Jewels of Rajasthan award by Maneesh Media Agency and was honoured as the Young Retailer of the Year at the Asia Retail Congress. In 2019, he was acknowledged as one of the Retail Icons of India by the Images Group. Beyond the business realm, Mr. Modi is deeply committed to social impact and education. He is a co-founder and trustee of Ashoka University and a trustee of the Manas Foundation. His unique approach to entrepreneurship has also been recognised by Forbes India, listing him among 'Bootstrapped Bosses', a group of visionary leaders who have built large businesses without external funding. His leadership has been profiled and lauded by platforms such as the International Retail Forum, YourStory, and CEO Insights India. Through his innovative thinking and strategic foresight, Mr. Modi has not only established our Company as a leading player in the Indian celebration and wedding wear segment but has also elevated it as a benchmark of excellence and customer-centricity in the global retail arena.		Beyond Asian Paints, he serves as an Independent Director on the boards of Torrent Pharmaceuticals Limited, Birlasoft Limited and MSL Driveline Systems Limited and is a Director in several unlisted companies and also serves on advisory boards of several startups. He has been a leader in the IT community and is an active angel investor with particular interest in investing in companies that champion cross leverage of physical and e-commerce models with a focus on consumers and artificial intelligence / data / analytics. Additionally, Manish is a member of the Global Advisory Board of Chiratae Ventures (formerly IDG Ventures), one of India's largest technology-focused venture capital firms and also on Boards of several startups in both and advisory and fiduciary roles.	Mr. Parikh offers strong expertise in consumer internet, digital commerce, and omnichannel retail, with a proven track record in building and scaling consumer-centric platforms and brands in India. He currently serves as a Director at RNJP Technologies Private Limited, (***SoulSensei.in***) since July 2023. Mr. Parikh holds an MBA from INSEAD, Master of Science in Chemical Engineering from Stanford University, Bachelor's degree in Chemical Engineering from UICT, Mumbai.	She is the Founder of Neetara Advisors, a strategic and capital advisory firm, advising promoters and leadership teams on growth strategy, business transformation, fundraising, IPO readiness and value creation. Ms. Kashiramka currently serves as an Independent Director and Chairperson of the Audit Committee of companies within the Groww Group. She brings to the Board extensive financial expertise, strategic leadership experience and a strong understanding of governance, stakeholder management and value creation. She is a member of the Institute of Chartered Accountants of India and holds a Bachelor's degree in Commerce from the University of Mumbai.

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Qualifications	Commerce at St. Xavier's College, Kolkata.	Commerce at Allahabad University.	Bachelor of Chemical Engineering and an MBA with specialisation in Entrepreneurial Management and MIS Program from the University of Houston, USA.	Master of Business Administration INSEAD, Masters in Chemical Engineering, Stanford University, USA, Bachelor of Engineering, Chemical Engineering, University of Mumbai, India.	Chartered Accountant and Bachelor of Commerce from the University of Mumbai
Experience and Expertise in specific functional areas	Mr. Ravi Modi has more than two decades of experience in the garment industry. He oversees the design and marketing functions of our Company. His areas of expertise are General management, Sales and Marketing management, Interpersonal Relations management, Finance, Taxation, Banking and Treasury management, Corporate Social Responsibility management, Legal & Regulatory Knowledge etc.	Mrs. Shilpi Modi brings with her nearly 27 years of rich experience in the garment industry with a deep understanding of fashion trends and consumer preferences. Her areas of expertise are General management, sales and marketing management, interpersonal relations management, corporate social responsibility management etc.	Mr. Manish Mahendra Choksi has over three decades of entrepreneurial and leadership experience. His areas of expertise are audit, financial management, banking, insurance and investments, treasury, fund raising and internal controls.	Mr. Nihir Parikh has over 20 years of industry experience. His areas of expertise are Consumer internet, digital commerce, omnichannel retail, business strategy, platform scaling, technology-led transformation and customer experience.	Ms. Neetu Kashiramka has over 28 years of experience in finance, business leadership, strategy, corporate governance and value creation, particularly across the FMCG and consumer sectors.
Terms and conditions of appointment or reappointment	Mr. Ravi Modi is re-appointed as Chairman and Managing Director of the Company for the period of five years with effect from August 28, 2026, liable to retire by rotation, subject to approval of Item No. 4 of the AGM Notice.	*Mrs. Shilpi Modi retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company. Further subject to approval of Item No. 3 & 5 of the AGM Notice, she is re-appointed as Whole-time Director of the Company for the period of five years with effect from August 28, 2026, liable to retire by rotation.	Mr. Manish Mahendra Choksi has been re-appointed as a Non-Executive Independent Director with effect from September 06, 2026, for a period of five years, and not liable to retire by rotation, subject to approval of Item No. 6 of the AGM Notice.	Mr. Nihir Parikh has been appointed as Non-Executive Independent Director of the Company for a period of five consecutive years with effect from September 02, 2026, and not liable to retire by rotation, subject to approval of Item No. 7 of the AGM Notice.	Ms. Neetu Kashiramka has been appointed as Non-Executive Independent Director of the Company for a period of five consecutive years with effect from September 02, 2026, and not liable to retire by rotation, subject to approval of Item No. 8 of the AGM Notice.
Remuneration last drawn by such person, if applicable	₹ 34.20 Million in FY 2025-26.	₹ 22.80 Million in FY 2025-26.	₹ 3 Million in FY 2025-26 (sitting fees & commission only)	Not Applicable	Not Applicable

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Remuneration sought to be paid	(a) Fixed salary of ₹ 18.00 million per annum; payable on monthly basis. (b) Variable salary will be ₹18.00 million per annum, payable in the manner as may be decided by the Committee and/or Board.	(a) Fixed salary of ₹ 12.00 million per annum; payable on monthly basis. (b) Variable salary will be ₹12.00 million per annum, payable in the manner as may be decided by the Committee and/or Board.	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law. 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.	Sitting fees and commission as approved by the Board of Directors/ shareholders in accordance with applicable provisions of law. 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.	Sitting fees and commission as approved by the Board of Directors/ shareholders in accordance with applicable provisions of law. In addition to above, she will be entitled to reimbursement of reasonable expenses in connection with her travel and accommodation for attending Board and Committee meetings.
Date of first appointment on the Board	May 24, 2002	May 24, 2002	September 06, 2021	September 02, 2026	September 02, 2026
Membership / Chairmanship of Committees of the Board of the Company	Member of Audit Committee and Stakeholders Relationship Committee. Chairperson of Risk Management Committee and Corporate Social Responsibility Committee of the Company.	Member of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.	Member of Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee. Chairperson of Stakeholders Relationship Committee.	Nil	Nil
Directorships in Unlisted Companies (excluding foreign companies)	Modi Fiduciary Services Private Limited	Sarwamangal Developers Consultants Private Limited; Modi Fiduciary Services Private Limited.	Refer Annexure below.	RNJP Technologies Private Limited	▪ Groww Invest Tech Private Limited ▪ Moveinsync Technology Solutions Private Limited ▪ Adachi Svipegreen Private Limited
Directorships in Other listed Companies (excluding foreign companies)	None	None	Asian Paints Limited ▪ Torrent Pharmaceuticals Limited; ▪ Birlasoft Limited	None	Billionbrains Garage Ventures Limited
Membership / Chairmanship of Committees of such other Companies	Refer Annexure below.	Refer Annexure below.	Refer Annexure below.	Refer Annexure below.	Refer Annexure below.

Particulars	Mr. Ravi Modi	Mrs. Shilpi Modi	Mr. Manish Mahendra Choksi	Mr. Nihir Parikh	Ms. Neetu Kashiramka
Listed Entities from which resigned as Director in past 3 years	None	None	None	▪ Nykaa Fashion Limited ▪ FSN International Limited	▪ Blow Past Retail Limited ▪ VIP Industries Limited
No. of shares held in the Company	16,88,134 equity shares of ₹ 1/- each, representing 0.69% of the paid-up share capital of the Company.	26,56,104 equity shares of ₹ 1/- each, representing 1.09% of the paid-up share capital of the Company.	Nil	Nil	Nil
Relationship with other Directors, Manager and other KMP of the Company	He is the spouse of Mrs. Shilpi Modi, Whole-time Director of the Company.	She is the spouse of Mr. Ravi Modi, Chairman and Managing Director of the Company.	None	None	None
No. of Meetings of the Board attended during the FY 2025-26 and FY 2026-27	During FY 2025-26: 8 out of 8 meetings.	During FY 2025-26: 7 out of 8 meetings.	During FY 2025-26: 8 out of 8 meetings.	Not Applicable	Not Applicable
	During FY 2026-27 (till date): 3 out of 3 meetings.	During FY 2026-27 (till date): 3 out of 3 meetings.	During FY 2026-27 (till date): 3 out of 3 meetings.	Not Applicable	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	-	-	The relevant information is provided in the Explanatory Statement to the AGM Notice.		

By virtue of the declarations received, Mr. Ravi Modi, Mrs. Shilpi Modi, Mr. Manish Mahendra Choksi, Mr. Nihir Parikh and Ms. Neetu Kashiramka 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.

Annexure

Details of Directorships in Unlisted Companies (excluding foreign companies) of Mr. Manish Mahendra Choksi

- Satyadharma Investments and Trading Company Private Limited
- Ashimara Housing Private Limited
- Germinait Solutions Private Limited
- Unotech Software Private Limited
- All Things Baby India Private Limited
- Kathreftis AI Private Limited
- Hindustan Pencils Private Limited
- MSL Driveline Systems Limited

Details of Membership / Chairmanship of Committees of such other Companies

1. **Mr. Ravi Modi** - None
2. **Mrs. Shilpi Modi** - None
3. **Mr. Manish Mahendra Choksi:**

Sl. No.	Name of the Company	Name of the Committee	Position (Member/ Chairperson)
1.	MSL Driveline Systems Limited	1. Audit Committee 2. CSR Committee 3. Nomination & Remuneration Committee	1. Member 2. Member 3. Member
2.	Asian Paints Limited	1. lnvestment Committee 2. Nomination & Remuneration Committee	1. Member 2. Member
3.	Torrent Pharmaceutica ls Limited	1. CorporateSocialResponsibility&SustainabilityCommittee 2. Nomination & Remuneration Committee 3. Audit Committee	1. Member 2. Chairperson 3. Member
4.	Satyadharma Investments and Trading Company Private Limited	Corporate Social Responsibility Committee	Member
5.	Birlasoft Limited	1. Audit Committee 2. Risk Management Committee	1. Member 2. Chairperson

4. **Mr. Nihir Parikh:** None
5. **Ms. Neetu Kashiramka:**

Sl. No.	Name of the Company	Name of the Committee	Position (Member/ Chairperson)
1.	Billionbrains Garage Ventures Limited	1. Audit Committee 2. Risk Management Committee 3. CSR Committee	1. Chairperson 2. Chairperson 3. Member

Date: September 02, 2026
Place: Kolkata

By Order of the Board of Directors
For **VEDANT FASHIONS LIMITED**

Registered Office:
A501-502, 4th Floor, SDF-I,
Paridhan Garment Park,
19, Canal South Road, Kolkata 700015, West Bengal (INDIA)
CIN- L51311WB2002PLC094677
Phone - 033 6125 5353
Website - ***www.vedantfashions.com***
Email – ***secretarial@manyavar.com***

NAVIN PAREEK
Company Secretary & Compliance Officer
(ICSI Memb. No. F10672)

Board's Report

for the Financial Year ended March 31, 2026

To,
The Members,
Vedant Fashions Limited (the "Company")

The Board of Directors of the Company hereby have pleasure in presenting the Twenty-Fourth Annual Report and the audited Annual Accounts on the business and operations of the Company for the year ended March 31, 2026 ("year under review"/ "FY 25-26").

Financial Highlights

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

(INR in Million)

Particulars	For the Year Ended March 31,2026	For the Year Ended March 31,2025
Income:		
I. Revenue from operations	14,354.79	13,864.83
II. Other income	935.18	851.57
III. Total income (I+II)	**15,289.97**	**14,716.40**
IV. Expenses:		
Cost of materials consumed		
- Raw Materials	1,253.41	1,584.84
- Accessories & packing materials	176.13	177.74
Purchases of stock-in-trade	2,260.57	2,552.49
Changes in inventories of finished goods, stock-in-trade and work-in-progress	529.71	(623.94)
Employee benefits expense	660.62	597.99
Finance costs	563.48	552.08
Depreciation and amortisation expense	1,695.56	1,530.61
Other expenses	3,191.20	3,149.63
Total expenses	**10,330.68**	**9,521.44**
V. Profit before tax (III-IV)	**4,959.29**	**5,194.96**
VI. Tax expense:		
- Current Tax	1,256.76	1,260.98
- Deferred tax	(52.90)	49.26
Total Tax Expense	**1,203.86**	**1,310.24**
VII. Profit for the year (V-VI)	**3,755.43**	**3,884.72**
VIII. Other Comprehensive Income/(Loss)		
(i) Item that will not be reclassified to profit or loss.		
(a) Re-measurement losses on defined benefit obligations	5.63	(2.95)
(b) Income tax effect on above	(1.42)	0.74
(ii) Item that will be reclassified to profit or loss.		
(a) Fair value changes in debt instruments through Other Comprehensive Income	(72.95)	(2.37)
(b) Income tax effect on above	18.36	0.60
Other comprehensive income/(loss) for the year, net of tax	**(50.38)**	**(3.98)**

(INR in Million)

Particulars	For the Year Ended March 31,2026	For the Year Ended March 31,2025
IX. Total comprehensive income for the year	**3,705.05**	**3,880.74**
Paid up equity share capital [face value of INR 1 each (PY: INR 1 each)]	242.97	242.94
	19,400.39	**17,620.16**
Other Equity		
X. Earnings per equity share (EPS) (face value of share of INR 1 each)		
Basic (in INR per share)	15.46	15.99
Diluted (in INR per share)	15.45	15.98

State of the Company's Affairs

During the year under review, the Company achieved a turnover of INR 14,354.79 million, registering an increase of 3.5% over the turnover of INR 13,864.83 million recorded in the previous financial year 2024-25 ("FY 24-25"). The profit before tax (PBT) was INR 4,959.29 million in FY 25-26 as against INR 5,194.96 million in FY 24-25. The Company reported strong profit after tax (PAT) margin of 26.2% and the PAT stood at INR 3,755.43 million during FY 25-26. During the said year, retail sales (i.e., sale of our customers) was around INR 20,081 million with a growth of 6.1%. The SSSG grew by +2.7% in FY 25-26 compared to FY 24-25.

As of March 2026, the Exclusive Brand Outlets (EBOs) area, which is the dominant channel for the Company, stood at 1.79 million square feet, spanning 669 stores (including SIS) in 252 cities and towns globally. The national EBO footprint tally was at 652 stores (including SIS), spread across 240 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.

The Company deployed integrated marketing initiatives across its brand portfolio to deepen consumer connection and drive consideration. Manyavar had a landmark year—the Made For Each Other campaign featuring Rashmika Mandanna and Vijay Deverakonda surpassed 700 million views, setting a record as the most-liked organic branded collaboration on Instagram in India. The brand further strengthened its wedding authority through The Manyavar Shaadi Show hosted by Karan Johar, and the Manyavar Wedding Ambassador Programme with WeddingSutra. Mohey spotlighted its unlimited colour range through the Mohey Rang Do 360-degree campaign; Diwas deepened its festive-first presence on Myntra and BlinkIt; Mebaz repositioned from wedding-only to an all-season destination under Celebrations Begin with Mebaz; and Twamev launched four luxury collections under its Truly You proposition, including experiential activations in Bengaluru.

The Company's integrated technology ecosystem, spanning digital commerce, customer engagement, data analytics and AI-assisted tools, is enabling more personalised engagement, agile decision-making, operational efficiency and an enhanced omnichannel customer experience.

Your Directors remain optimistic that this integrated and culturally attuned approach will continue to attract new customers, deepen loyalty, and strengthen brand equity, supporting the Company's long-term growth trajectory.

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.

Amounts Transferred to Reserves

The Board of the Company has decided to retain the entire amount of its profit earned in FY 2025-26 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 the 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://vedantfashions.com/wp-content/uploads/2024/04/DIVIDEND-POLICY_Final.pdf***

The Board of Directors of your Company, after considering the above-mentioned objectives, has decided to recommend a final dividend of INR 7.75/- (Indian Rupees Seven and Seventy-Five paise only) per equity share of INR 1/- (Indian Rupee One only) each fully paid-up for the FY 2025-26. This dividend is subject to the approval of the shareholders at the ensuing annual general meeting and shall be subject to a deduction of tax at source.

Material Changes affecting the Financial Position of the Company

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

Capital Structure of the Company

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

During FY 25-26, the Company has allotted equity shares of ₹1 each as follows:

Date of Allotment	No. of Shares Allotted	Cumulative Paid-up Capital (after allotment)
May 30, 2025	5,415	24,29,49,424
July 30th, 2025	3,830	24,29,53,254
August 25th, 2025	3,850	24,29,57,104
October 27th, 2025	11,681	24,29,68,785
November 12th, 2025	4,318	24,29,73,103

These allotments were made against the exercise of options by 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 did not issue equity shares with differential voting rights or any sweat equity shares during the year under review. As of 31st March 2026, the paid-up equity share capital of the Company stood at ₹24,29,73,103 divided into 24,29,73,103 equity shares of ₹1 each, fully paid up.

Particulars of Employee Stock Option Scheme

Employees' Stock Options represent a reward system based on the performance of individual employees 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 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 implemented in accordance 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 details of Employees' Stock Options form part of the Notes to the Financial Statements for the year under review. The disclosures pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (SBEB & SE) Regulations are attached to this Report as ***Annexure I*** and are also available on the Company's website at: ***https://vedantfashions.com/investors-category/reports-results/esop/esop-disclosure/***

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 the Companies Act, 2013 (herein after referred to as 'the Act') and is eligible for reappointment. Your directors recommend her reappointment.

The information prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') in respect of the above-named Director shall be given in the Notice of the Twenty-Fourth AGM.

Number of Board Meetings & Attendance

During the financial year 2025-26, 8 (Eight) 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.

Committees of the Board

The Board of Directors have constituted Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee to deal with specific areas/activities that need a closer review and to have an appropriate structure for discharging of its responsibilities.

- **Audit Committee**

  The Company has in place the Audit Committee in line with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee constituted by the Board has Ms. Abanti Mitra as the Chairperson, Mr. Manish Mahendra Choksi and Mr. Ravi Modi as the members as on March 31, 2026. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report. During the year under review all recommendations made by the Audit Committee were accepted by the Board.

- **Nomination and Remuneration Committee**

  The Company has in place a Nomination and Remuneration Committee in line with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Nomination and Remuneration Committee constituted by the Board has Mr. Tarun Puri as the Chairperson, Mr. Manish Mahendra Choksi and Mr. Sunish Sharma as the members as on March 31, 2026. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report. During the year under review all recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

- **Stakeholders Relationship Committee**

  The Company has in place a Stakeholders Relationship Committee in line with the provisions of section 178(5) of the Act and Regulation 20 of the Listing Regulations. The Stakeholders Relationship Committee constituted by the Board has Ms. Abanti Mitra as the Chairperson, Mr. Ravi Modi, Mrs. Shilpi Modi and Mr. Manish Mahendra Choksi as the member as on March 31, 2026. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report. During the year under review all recommendations made by the Stakeholders Relationship Committee were accepted by the Board.

- **Risk Management Committee**

  The Company has in place a Risk Management Committee in line with Regulation 21 of the Listing Regulations. The Risk Management Committee constituted by the Board has Mr. Ravi Modi, as the Chairperson, Mr. Manish Mahendra Choksi, Mr. Tarun Puri and Ms. Abanti Mitra as the member as on March 31, 2026. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report. During the year under review all recommendations made by the Risk Management Committee were accepted by the Board.

- **Corporate Social Responsibility Committee**

  The Company has in place a Corporate Social Responsibility (CSR) Committee in line with the provisions of Section 135 of the Act. The Corporate Social Responsibility (CSR) Committee constituted by the Board has Mr. Ravi Modi, as the Chairperson, Mrs. Shilpi Modi, Mr. Tarun Puri and Ms. Abanti Mitra as the member as on March 31, 2026. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report. During the year under review all recommendations made by the Corporate Social Responsibility (CSR) Committee were accepted by the Board.

Familiarization Programme for Independent Director

In order to enable the Independent Directors to perform their duties effectively, the Board has devised a formal familiarisation programme to acquaint them with the Company, their roles, rights, and responsibilities, the nature of the industry in which the Company operates, and the Company's business model. The Independent Directors are periodically updated on developments in the Company. Presentations are made to them from time to time on the Company's operations, performance, business strategy, and key risks. Site visits are also arranged, as and when considered necessary.

The familiarisation programme for Independent Directors is available on the Company's website under the following web link: ***https://vedantfashions.com/wp-content/uploads/2024/04/Familiarization-Programme-for-Independent-Director_2026-1.pdf***

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 Board's 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

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act along with Section 164 and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they comply with the Code of Conduct for Independent Directors as laid down under Schedule IV of the Act.

In the opinion of the Board, there has been no change in the circumstances which may affect the status of Independent Directors of the Company and the Board is satisfied of the expertise, experience and integrity (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs of Company.

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, Senior Management and other 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://vedantfashions.com/wp-content/uploads/2024/04/NOMINATION-AND-REMUNERATION-POLICY-Final-1.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 to this Report as ***Annexure II***.

The information pursuant to Rules 5(2) and 5(3) of the Rules has not been annexed to this Report and to this extent this information to be considered as abridged. The said information is 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. Members interested in obtaining a copy of the said information may write to the Company Secretary at ***complianceofficer@manyavar.com***, whereupon a copy would be provided.

Human Resources

The Company has a workforce of 684 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 Act your Directors confirm that:

a) in the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable IND-AS have been followed and there are 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, 2026, 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 Act. 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 auditors of the Company under sub-section (12) of Section 143 of the Act.

Details of Subsidiary, Joint Venture, or Associate

As on March 31, 2026, the Company does not have any Subsidiary, Associate or Joint Venture. Therefore, the requirement of furnishing a report containing the details as required under Section 134 of the Act read with Rule 8(1) of the Companies (Accounts) Rules, 2014 is not applicable.

Deposits

The Company did not accept any deposits covered under Chapter V of the Act, during the financial year ended March 31, 2026. 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 read with Schedule V of Listing Regulations 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 Act, during the FY 25-26 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 Act, 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://vedantfashions.com/wp-content/uploads/2024/04/CORPORATE-SOCIAL-RESPONSIBILITY_Final.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 2025-26, the Company purchased 950 verified carbon units (VCUs) to cover the total Scope 1 & 2 emissions of 913.87 tCO2e in FY 2024-25.

(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 in this.

(B) Technology absorption-

(i) *the efforts made towards technology absorption:*

During the year under review, the Company continued to strengthen its digital capabilities by scaling analytics, workforce enablement tools, and technologies such as video analytics and Natural Language Processing (NLP). These initiatives support the Company's ongoing efforts to build a technology-enabled and adaptable business platform.

(ii) *the benefits derived like product improvement, cost reduction, product development or import substitution:*

The Company's continued investments in technology have contributed to improved operational efficiency and supported product development and assortment planning through enhanced data insights. Automation and analytics initiatives have also aided cost optimisation across key operational areas.

During the year, internally developed digital solutions have enabled improved operational control. The Company has commenced its formal Enterprise AI journey in FY 2026-27, subsequent to the year under review and as implementation progresses and matures, they are expected to support further improvements in productivity and decision-making.

(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 34,11,55,114/-
Outgo	INR 1,13,39,847/-

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 on the website of the Company at: ***https://vedantfashions.com/wp-content/uploads/2024/04/RISK-MANAGEMENT-POLICY_Final.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://vedantfashions.com/wp-content/uploads/2024/04/Whistle-Blower-Policy-V3.0_Final.pdf

Compliance Under the Maternity Benefit Act, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, as amended from time to time. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the said Act including paid maternity leave and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and human resource policies are in place to uphold the spirit and letter of the legislation.

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 Act.

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 financial statement for the year ended 31st March, 2026 does not contain any qualification or adverse remark requiring any explanation from the Management.

Web Link of Annual Return

As required under the Section 134 of the Act, a copy of Annual Return (referred to in Section 92(3) of the Act) for the Financial Year 2025-26, 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. We affirm that adequate access has been provided to any complainants who wish to register a complaint under the policy.

The details required as per Companies (Accounts) Second Amendment Rules, 2025 is mentioned hereinbelow:

Sr. No.	Particulars	No.
A	Number of complaints of sexual harassment received in the year;	NIL
B	Number of complaints disposed off during the year; and	NIL
C	Number of cases pending for more than ninety days.	NIL

Internal Auditors

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder, Grant Thornton Bharat LLP, 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

M/s. M & A Associates, a Firm of Company Secretaries (FRN: P2019WB076400) has been appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from FY 2025-26 up to FY 2029-30 by the Shareholders of the Company in 23rd Annual General Meeting held on 4th September, 2025. Secretarial Audit has been conducted by M/s. M & A Associates, and their report is annexed hereto and marked as ***Annexure V***. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark requiring any explanation from the Management.

Listing fees

The listing fees for the financial year ending on March 31, 2027, have been duly paid.

Details of number of employees in the Company

The details required as per Companies (Accounts) Second Amendment Rules, 2025 is mentioned hereinbelow:

Number of employees as on the closure of financial year

- Female : 102
- Male : 582
- Transgender : NIL

General Disclosures

During the year under review:

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

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

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

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

(v) No application has been made or any proceeding is pending 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 the amount of the valuation done at the time of onetime settlement and the valuation done while taking loans from the Banks or Financial Institutions, along with the reasons thereof is not applicable.

(vii) There are no shares lying in the demat suspense account, hence disclosure under Regulation 39(4) read with Sch V Para F of Listing Regulations is not applicable.

(viii) The Company has not issued any prospectus or letter of offer during the period under review and as such the requirement for providing the details relating to material variation is not applicable upon the Company.

(ix) There were no funds lying as unpaid or unclaimed for period of seven years or more, therefore there is no requirement to transfer the fund to the Investor Education and Protection Fund under sub-section (2) of section 125 of the Act and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.

Acknowledgment

The Board of Directors extends their heartfelt gratitude for the invaluable assistance and cooperation received from our esteemed stakeholders, including financial institutions, bankers, government and semi-government authorities, customers, and shareholders, during the year under review.

We also wish to formally acknowledge and deeply appreciate the dedicated services rendered by the Company's executives, staff, and workers.

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

	Ravi Modi	**Shilpi Modi**
Date: 08 May, 2026	Chairman & Managing Director	Whole-time Director
Place: Kolkata	DIN 00361853	DIN 00361954

Annexure I of the Board' s Report

Disclosure Pursuant to Rule 12(9) of the Companies (Share Capital And Debentures) Rules, 2014 And Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on 31st March 2026

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

The disclosures are provided in Notes 3(k)(iii) and 51 to the financial statements of the Company for the year ended 31st March 2026.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20- Earnings per share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

₹15.45/-

C. Details related to Employee Stock Option Scheme (ESOS) of the Company:

Sr. No.	Particulars	Employee Stock Option Scheme 2018					
		Tranche 1 (Granted on 04/09/2018)	Tranche 2 (Granted on 22/12/2018)	Tranche 3 (Granted on 30/01/2020)	Tranche 4 (Granted on 18/12/2020)	Tranche 5 (post-split) (Granted on 04/09/2021)	Tranche 6 (post-split) (Granted on 25/01/2024)
i.	**A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including**						
a.	Date of shareholders' Approval	3rd September, 2018					
b.	Total number of options approved under ESOP	The Nomination and Remuneration Committee/Board has been authorised to grant such number of stock options which shall be exercisable into not more than 1% of the fully diluted share capital of the Company.					
c.	Vesting requirements	On continued employment with the Company and achievement of performance parameters over a period of 2 to 4 years from the date of grant.					
d.	Exercise price or pricing formula	₹172/-	₹172/-	₹268/-	₹342.50/-	₹400/-	₹858/-
e.	Maximum term of options g ranted	Ten years from the date of grant of stock options					
f.	Source of Shares	Primary					
g.	Variation in term of options granted	Not Applicable					
ii.	**Method used to account for ESOP-Intrinsic or fair value**						
	The Company has calculated the Employee Compensation cost using the fair value method of Accounting. The fair valuation of options was carried out by an independent valuer using Black Scholes Model.						

Sr. No.	Particulars	Employee Stock Option Scheme 2018					
		Tranche 1 (Granted on 04/09/2018)	Tranche 2 (Granted on 22/12/2018)	Tranche 3 (Granted on 30/01/2020)	Tranche 4 (Granted on 18/12/2020)	Tranche 5 (post-split) (Granted on 04/09/2021)	Tranche 6 (post-split) (Granted on 25/01/2024)
iii.	**Where the Company opts for expensing the options using the intrinsic value of the Options**						
	- the difference between the employee compensation cost so Computed and the employee cost that shall have been recognized if it had the fair value of the option shall be disclosed	Not Applicable					
	- The impact of this difference:	Not Applicable					
	- On profits						
	- EPS						
iv.	**Options movement during the year (for each ESOP)**						
	Particulars	**Details**					
	Number of options outstanding at the beginning of the year (including restricted stock units)	-	-	-	3878	237409	25058
	Number of options granted during the year (including restricted stock units)	-	-	-	-	-	-
	Number of options forfeited/lapsed during the year (including restricted stock units)	-	-	-	-	18722	843
	Number of options vested during the year (including restricted stock units)	-	-	-	-	111112	7426
	Number of options exercised during the year	-	-	-	750	28344	-
	Number of shares arising as a result of exercise of options	-	-	-	750	28344	-
	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	-	-	-	256875	11337600	-
	Loans repaid by the Trust during the year from exercise price received	Not Applicable					

Sr. No.	Particulars	Employee Stock Option Scheme 2018					
		Tranche 1 (Granted on 04/09/2018)	**Tranche 2 (Granted on 22/12/2018)**	**Tranche 3 (Granted on 30/01/2020)**	**Tranche 4 (Granted on 18/12/2020)**	**Tranche 5 (post-split) (Granted on 04/09/2021)**	**Tranche 6 (post-split) (Granted on 25/01/2024)**
	Number of options outstanding at the end of the year (Including restricted stock units)	-	-	-	3128	190343	24215
	Number of options exercisable at the end of the year (Including restricted stock units)	-	-	-	3128	190343	24215
v.	**Weighted-average exercise prices and weighted-average fair values of options**						
a.	Weighted- average exercise prices and weighted average fair value of options whose exercise price equals the market price of the stock	Not Applicable					
b.	Weighted- average exercise prices and weighted average fair value of options whose exercise price is less than the market price of the stock	Weighted average exercise prices – ₹172 Weighted average fair value of options – ₹95	Weighted-average exercise prices – ₹172 Weighted average fair value of options – ₹95	Weighted-average exercise prices – ₹268 Weighted average fair value of options – ₹214	Weighted-average exercise prices – ₹342.50 Weighted average fair value of options – ₹330	Weighted-average exercise prices – ₹400 Weighted average fair value of options – ₹310.50	Weighted average fair value of options – ₹310.50 Weighted average fair value of options -₹630
c.	Weighted- average exercise prices and weighted average fair value of options whose exercise price exceeds the market price of the stock	Not Applicable					
vi.	**Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to**						
a.	Senior Managerial Personnel	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
b.	Any other employee who receives a grant in any one year of option amounting to 5% or more of options granted during the year	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c.	Identified employee who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants the time of grant	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Sr. No.	Particulars	Employee Stock Option Scheme 2018					
		Tranche 1 (Granted on 04/09/2018)	Tranche 2 (Granted on 22/12/2018)	Tranche 3 (Granted on 30/01/2020)	Tranche 4 (Granted on 18/12/2020)	Tranche 5 (post-split) (Granted on 04/09/2021)	Tranche 6 (post-split) (Granted on 25/01/2024)
vii.	**A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information**						
a.	The weighted-average values of share price:						
	Exercise Price (₹):	172	172	268	342.50	400	858
	Expected volatility (%):	37%	37%	42%	43%	43%	43%
	Expected option life (year):	7	7	7	7	7	7
	Expected dividends:	As may be decided by the Board	As may be decided by the Board	As may be decided by the Board	As may be decided by the Board	As may be decided by the Board	As may be decided by the Board
	The risk-free interest rate (%):	7.95	7.95	6.41	6.18	6.18	7.17
	any other inputs to the model:	Nil	Nil	Nil	Nil	Nil	Nil
b.	The method used and the assumptions made to incorporate the effects of expected early exercise	Black Scholes Model					
c.	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Computed using historical closing prices of stock of the Company by using the linearly interpolated interest rates for respective dates.					
d.	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Not Applicable					

Note:- Pursuant to a resolution of Company's Shareholders dated July 16, 2021, each equity share of Company of face value of ₹ 2 was sub-divided into 2 equity shares of face value of ₹1 each. All the options/shares related data provided in the above table are post-split issue.

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

Ravi Modi
Chairman & Managing Director
DIN 00361853

Shilpi Modi
Whole-time Director
DIN 00361954

Date: 08 May, 2026
Place: Kolkata

Annexure II 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	81.17
		b	Mrs. Shilpi Modi, Wholetime Director	54.11
		c	Mr. Manish Mahendra Choksi	7.12
		d	Mr. Sunish Sharma	7.12
		e	Mr. Tarun Puri	7.12
		f	Ms. Abanti Mitra	7.12
(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	-1.72%
		b	Mrs. Shilpi Modi, Wholetime Director	-1.72%
		c	Mr. Manish Mahendra Choksi- Independent Director	0.00%
		d	Mr. Sunish Shama - Independent Director	0.00%
		e	Mr. Tarun Puri – Independent Director	0.00%
		f	Ms. Abanti Mitra – Independent Director	0.00%
		g	Mr. Rahul Murarka, Chief Financial Officer	11.30%
		h	Mr. Navin Pareek, Company Secretary	7.47%
(iii)	The percentage increase in the median remuneration of employees in the financial year			17.11%
(iv)	The number of permanent employees on the rolls of the Company			684
(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 7.97%.		
(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 the Board of Directors
Vedant Fashions Limited

Ravi Modi
Chairman & Managing Director
DIN: 00361853

Shilpi Modi
Wholetime Director
DIN: 00361954

Date: May 08, 2026
Place: Kolkata

Annexure III of the Board's Report

Form No. AOC-2

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

Form for disclosure of particulars of contracts/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 its related parties during Financial Year 2025-26

Sale of Products

(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	₹ 439.47 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 3.71 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 206.02 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(f) Amount paid as advances, if any	Nil

Rental Income

(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 Millions
(e)	Date(s) of approval by the Board, if any	10th April, 2025
(f)	Amount paid as advances, if any	Nil

Recovery of Expenses (including Taxes)

(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	₹ 0.23 Millions
(e)	Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 1.63 Millions
(e)	Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 0.02 Millions
(e)	Date(s) of approval by the Board, if any	10th April, 2025
(f)	Amount paid as advances, if any	Nil

Reimbursement of Expenses

(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**	₹ 0.02 Millions
(e) **Date(s) of approval by the Board, if any**	10th April, 2025
(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**	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**	Nil
(e) **Date(s) of approval by the Board, if any**	10th April, 2025
(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**	Nil
(e) **Date(s) of approval by the Board, if any**	10th April, 2025
(f) **Amount paid as advances, if any**	Nil

Interest Income

(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**	Interest Income
(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**	Nil
(e) **Date(s) of approval by the Board, if any**	10th April, 2025
(f) **Amount paid as advances, if any**	Nil

Others

(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	Others
(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	₹ 0.01 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	Others
(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	Nil
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	Others
(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	₹0.26 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(f) Amount paid as advances, if any	Nil

Security Deposits

(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	Nil
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	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	Nil
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 0.23 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹34.20 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 22.80 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 10.02 Millions
(e) Date(s) of approval by the Board, if any	10th April 2025 & 25th June, 2025
(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	₹ 4.25 Millions
(e) Date(s) of approval by the Board, if any	10th April 2025 & 25th June, 2025
(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	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	₹ 5.23 Millions
(e) Date(s) of approval by the Board, if any	10th April 2025 & 25th June, 2025
(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	₹ 3.0 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 3.0 Millions
(e) Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 3.0 Millions
(e)	Date(s) of approval by the Board, if any	10th April, 2025
(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	₹ 3.0 Millions
(e)	Date(s) of approval by the Board, if any	10th April, 2025
(f)	Amount paid as advances, if any	Nil

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

Ravi Modi
Chairman & Managing Director
DIN: 00361853

Shilpi Modi
Wholetime Director
DIN: 00361954

Date: May 08, 2026
Place: Kolkata

Annexure IV of the Board's Report

Annual Report on Corporate Social Responsibility Activities for Financial Year 2025-26

1. Brief outline on CSR Policy of the Company:

Vedant Fashions Limited ("the Company") recognises Corporate Social Responsibility (CSR) as an integral part of its commitment to inclusive and sustainable growth. The Company's CSR initiatives are governed by its CSR Policy and overseen by the CSR Committee of the Board, in accordance with Section 135 of the Companies Act, 2013 **(hereinafter referred to as 'the Act')** and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company's CSR Policy reflects the Company's commitment to social stewardship and outlines the framework, principles, and processes for implementing impactful and meaningful initiatives aimed at supporting underserved communities, with the objective of enhancing their overall standard of living. Its programmes are primarily focused on areas prescribed under Schedule VII of the Act, with emphasis on healthcare, education, and holistic growth of underprivileged communities. The CSR initiatives are implemented either directly by the Company or through external implementing agencies registered with the Ministry of Corporate Affairs.

The CSR Committee regularly reviews project progress, utilisation of funds, and outcomes to ensure effective implementation and accountability. During the financial year, the Company continued to deploy CSR resources in a responsible and impactful manner in alignment with its policy objectives. The Company remains committed to contributing positively to society and will continue to undertake social initiatives through various methods, as may be proposed by the CSR Committee and subsequently approved by the Board of Directors from time to time.

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	1	1
2.	Mrs. Shilpi Modi	Member	1	1
3.	Mr. Tarun Puri	Member	1	1
4.	Ms. Abanti Mitra	Member	1	1

#During the year under review, in case of a special and urgent matter, approval of the CSR Committee was obtained by passing resolution by circulation, as permitted under the law. Such resolution was noted and subsequently confirmed at the aforesaid Committee meeting.

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/corporate-governance/company-committees

Company's CSR Policy is available at the following URL –
https://www.vedantfashions.com/assets/pdf/CSR_Policy-V1.pdf

Brief on CSR Projects is available at the following URL –
https://vedantfashions.com/wp-content/uploads/2024/04/CSR-AAP-FY-2026.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): **₹ 5255.50 Million**

(b) Two percent of average net profit of the company as per Section 135(5): **₹ 105.11 Million**

(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: **₹ 0.09 Million**

(e) Total CSR obligation for the financial year (5b+5c-5d): **₹ 105.02 Million**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other then Ongoing Project): **₹ 105.10 Million**

(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): **₹105.10 Million**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Million ₹)	Amount Unspent (in Million)				
	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
105.10/-	NOT APPLICABLE				

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Million)
(i)	Two percent of average net profit of the company as per Section 135(5)	105.11/-
	Less - Amount set-off from the excess amount paid in FY 2025 of the Company	0.09/-*
	Net CSR Obligation Amount	105.02/-
(ii)	Total amount spent for the Financial Year	105.10/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.08/-
(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)]	0.08/-

**The Company has availed a set-off of INR 0.09 million being the excess CSR amount spent by the Company during the previous Financial Year 2024-25.*

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	2022-23	Not Applicable						
2	2023-24	Not Applicable						
3	2024-25	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 the Board of Directors
Vedant Fashions Limited

Ravi Modi
Chairman & Managing Director &
Chairperson of CSR Committee
DIN: 00361853

Shilpi Modi
Whole-time Director &
Member of CSR Committee
DIN: 00361954

Date: May 08, 2026
Place: Kolkata

Annexure V of the Board's Report

Form No. MR-3
Secretarial Audit Report
For the Financial Year ended March 31, 2026

[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 March 31, 2026. The Secretarial Audit was conducted on test-check basis, which 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 during the audit period covering the financial year ended on March 31, 2026, has complied with the statutory provisions listed hereunder and 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, 2026, 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, as amended 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);

      (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 (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 Air (Prevention & Control of Pollution) Act, 1981 read with Air (Prevention & Control of Pollution) Rules, 1982;
2. The Water (Prevention & Control of Pollution) Act, 1974 read with Water (Prevention & Control of Pollution) Rules, 1975;
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 Patents Act, 1970
14. The Trademarks 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 the National Stock Exchange of India Limited (NSE) and the BSE Limited 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. M/s. B S R & Co. LLP, Chartered Accountants were re-appointed as the Tax Auditors of the Company to carry out the Tax Audit of the company for the Financial Year ended March 31, 2026, in the Board Meeting of the Company held on May 06, 2025.

ii. M/s. M & A Associates, A Firm of Company Secretaries, Kolkata, were appointed as the Secretarial Auditor of the Company, for conducting Secretarial Audit of the Company for a period of 5 years commencing from Financial Year 2025-26 in the Board Meeting of the Company held on June 25, 2025, which was subsequently approved by the Shareholders in the 23rd Annual General Meeting held on September 04, 2025.

iii. M/s. Grant Thornton Bharat LLP were reappointed as the Internal Auditors of the Company for the Financial Year 2025-26 in the Board Meeting of the Company held on June 25, 2025.

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 June 25, 2025, the approval for the revision in remuneration of Mr. Rahul Murarka, Chief Financial Officer, Mr. Navin Pareek, Company Secretary and Mr. Vedant Modi, Chief Revenue Officer, was accorded in line with the Nomination & Remuneration Policy of the Company.

ii. In the meeting of the Nomination and Remuneration Committee of the Company held on June 25, 2025, the approval for the revision in remuneration of Mr. Anand Narang, Chief Marketing & Digital Officer, Mr. Amar Sethia, Chief Product Officer and Mr. Ajay Modi, Chief Supply Chain Officer was accorded.

iii. The Board at its meeting held on June 25, 2025, took note of the resignation of Mr. Arunangshu Chatterjee as the Chief Human Resources Officer of the Company with effect from May 02, 2025.

iv. In the meeting of the Nomination and Remuneration Committee of the Company held on June 25, 2025, the approval for the revision in remuneration of Executive Directors, Mr. Ravi Modi, Chairman & Managing Director, and Mrs. Shilpi Modi, Whole-time Director, by adding of variable salary component of ₹60 Lakhs and ₹40 Lakhs respectively.

v. In the meeting of the Nomination and Remuneration Committee of the Company held on November 12, 2025, Mr. Aman Kumar Gupta was appointed as Chief Retail Officer.

vi. The Company in its Annual General Meeting dated September 4, 2025, declared dividend of INR 8.00/- per fully paid-up equity share of INR 1/- each for the financial year ended March 31, 2025, as the final dividend which was duly credited in the respective shareholders' accounts on September 12, 2025.

vii. Pursuant to the VFL Employee Stock Option Scheme 2018 – "Scheme Pratham" (as amended), the Company has allotted 29,094 equity shares of INR 1/- each to the Eligible Employees/Participants during the Financial Year 2025-26.

For **M &A Associates**
(A Firm of Company Secretaries)

Vivek Mishra
Partner
FCS 8540
CP No.: 17218
UDIN: F008540H000297906
Peer review: 1720/2022

Place: Kolkata
Date: 08.05.2026

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 Vedant Fashions Limited for the financial year ended March 31, 2026)

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 March 31, 2026 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 & Environment 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 **M &A Associates**
(A Firm of Company Secretaries)

Vivek Mishra
Partner
FCS 8540
CP No.: 17218
UDIN: F008540H000297906
Peer review: 1720/2022

Place: Kolkata
Date: 08.05.2026

Management Discussion and Analysis

A. 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$115 bn in 2026[1].

Factors contributing to the growth in domestic apparel retail market.

The domestic apparel retail market continues to be underpinned by a confluence of structural and evolving demand-side drivers. India's inherently young demographic profile remains a foundational growth engine, sustaining a large and aspirational consumer base with a strong propensity for fashion spending. This is further amplified by accelerating urbanization, which is expanding the addressable market and reshaping consumption patterns across Tier II and Tier III cities. The rising participation of women in the workforce has emerged as a significant catalyst, driving incremental demand for both formal and occasion-specific apparel categories. Simultaneously, a gradual but decisive shift in consumer preference from unbranded to Ready-Made Garments (RMG) is elevating the overall quality and value of the market. The deeper penetration of organized and branded players has reinforced consumer trust, standardized sizing and quality expectations, and widened market formalization. On the retail side, expanding physical retail infrastructure-alongside rapidly growing e-commerce adoption-has materially improved product accessibility and convenience, enabling brands to reach consumers beyond traditional geographies. Underpinning all of these trends is a growing consumer awareness of fashion trends, driven by social media influence and global exposure, which continues to shorten purchase cycles and elevate aspirational spending across demographics.

B. An overview of the Indian wedding and celebration wear market in India[2]

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.

C. Economic Overview:

According to Ministry of Statistics & Programme Implementation (MOSPI), Provisional estimate of Annual Gross Domestic Product for 2025-26, expects Indian economy to have GDP growth rate of 7.76% in FY 2025-26 as compared to 7.1% growth rate in FY 2024-25[3]. India is expected to rank 6th in world's GDP rankings in 2026 as per International Monetary Fund[4].

D. Business Performance Review:

During the year under review, the Company recorded Turnover of INR 14354.79 million as against INR 13,864.83 million in the previous Financial Year 2024-25 (FY 24-25) recording a growth of 3.5%. The profit before tax (PBT) was INR 4959.29 million in FY 25-26 as against INR 5,194.96 million in FY 24-25. The Company reported strong profit after tax (PAT) margin of 26.2% and the PAT stood at INR 3755.43 million during FY 25-26. The company was able to maintain strong financial margin and profitability metrics, reflecting resilient business fundamentals.

During the year, Sale of our customer was around INR 20081 million with a growth of 6.1% The like-to-like sales grew by +2.7% in FY26 over FY25.

The E-commerce channel delivered robust growth during the year, while our relatively newer brands—

[1] ***https://www.statista.com/outlook/cmo/apparel/india***

[2] *(Source: CRISIL Research '2020)*

[3] ***https://www.pib.gov.in/PressReleaseDetail.aspx?PRID=2269286&reg=48&lang=1***

[4] *GDP by Country (2026) - Worldometer*

Twamev, Diwas and Mohey—together recorded strong overall growth thereby further strengthening our overall brand portfolio performance.

Our company maintains a strong and diversified retail footprint, ensuring brand availability across key geographies and enhancing both visibility and accessibility. As on March 31st FY26, our total retail footprint stood at 1.79 million sq. ft. Additionally, during the year, we expanded our brand presence by launching one exclusive brand outlet for *Twamev* Brand (9000 sq ft).

New Initiatives: Our company prioritized strategic innovation and operational efficiency to adapt to changing market dynamics and evolving customer expectations.

i) Product Portfolio:

Building on our momentum of portfolio diversification, we continued to deepen our regional relevance by developing offerings tailored to distinct cultural preferences and local traditions. This included expanding our assortment with occasion-specific and fabric-led propositions for key regional markets, with a focus on traditional silhouettes reimagined through contemporary craftsmanship-including premium silk-based offerings and richly embroidered ceremonial wear rooted in regional heritage.

We further strengthened our range through the introduction of new silhouettes, layering concepts, and modern styling formats across multiple categories, keeping pace with evolving fashion sensibilities while remaining anchored in celebratory and ethnic wear. A refreshed and expanded colour palette was also introduced across categories, reflecting seasonal trends and evolving consumer preferences. The children's segment saw meaningful additions as well, with new ensemble formats introduced to serve younger consumers at key occasions.

On the design front, we continued to elevate our ethnic and fusion wear through a range of refined embellishment and embroidery techniques-including innovative placement concepts - across relevant categories, enhancing visual appeal and perceived value without compromising wearability. Our accessory and embellishment offerings were also meaningfully expanded, with the introduction of shawls as well as statement decorative accessories-including distinctive motif-led pieces-adding a new dimension to the complete occasion wear experience for customers.

During the year, the Company also undertook a strategic review of its product architecture, expanding focus from category breadth to category depth, with a focus on making them resonate with the evolving preferences of younger consumers. As part of this, the iconic Jodhpuri was reinvented — blending its heritage aesthetic with comfort engineering and contemporary occasion-wear sensibilities — to appeal to the Gen Z consumer, who increasingly influences discretionary apparel choices. This initiative reflects our commitment to building culturally rooted yet forward-looking product offerings that support aspirational yet value for money" positioning and long-term brand equity.

In our premium Twamev Brand, we expanded into contemporary casual-formal hybrids, introducing outerwear silhouettes that blend Western styling cues with our brand aesthetic, broadening our appeal among younger, fashion-forward customers. Within the premium brand Twamev launched four distinctive collections during the year—*EverAfter, The Drop, The Chord, and Twilight Gala*—each targeting a differentiated luxury consumer segment.

In our women's wear portfolio, we deepened our offering in the ready-to-wear and drape-led segments, strengthening categories that cater to customers seeking effortless yet elegant occasion dressing. This was complemented by an enhanced accessories range - including expanded bags and clutches - to offer customers a more complete and curated look.

During the year, our women's wear brand Mohey undertook a significant strategic shift — transitioning from a bridal wear positioning to a broader wedding wear brand, encompassing the full spectrum of celebration occasions. This repositioning has yielded encouraging early results, reflected in improved store footfalls and stronger floor conversions. Building on this momentum, the Company is deepening on this strategy in the current financial year.

Across our men's accessories range, we widened our footwear offering to span a broader set of garment categories, enabling customers to put together cohesive, occasion-ready ensembles from a single destination.

Across all initiatives, our focus remained on delivering superior craftsmanship, elevated design detail, and stronger value to customers - reinforcing our position as a comprehensive destination for celebration and occasion wear.

ii) Marketing Initiatives:

The Company continued to strengthen its brand positioning and awareness through strategic advertising and by deploying integrated marketing initiatives—spanning owned intellectual property, celebrity partnerships, influencer programmes, outdoor activations, digital storytelling, and retail theatre—to deepen consumer connection and drive consideration across every brand. Collaborations with prominent celebrities including Rashmika Mandanna, Vijay Deverakonda and Karan Johar have significantly enhanced brand visibility and deepened consumer resonance across aspirational and style-conscious segments.

Manyavar and Mohey cemented their authority as India's foremost wedding wear specialist through a series of landmark initiatives. The year's standout moment was the *Made For Each Other* campaign featuring Rashmika Mandanna and Vijay Deverakonda—a musical rom-com capturing the playful banter of a modern couple during wedding season, with music composed by Amit Trivedi. The campaign crossed 100 million views within 72 hours, surpassed 1 billion views in total, and set a record as the most-liked organic branded collaboration on Instagram in India—crossing 11 million likes. Activated across digital, OOH, print, PR, social, and in-store channels, the campaign delivered exceptional reach and cultural resonance at scale, thereby further strengthening brand awareness.

Flagship brand Manyavar also launched *The Manyavar Shaadi Show*—a six-episode YouTube podcast series hosted by filmmaker Karan Johar—covering the full arc of the Indian wedding journey, from roka to reception. Each episode brought together celebrity couples, designers, stylists, fitness experts, photographers, and planners to discuss wedding fashion, planning realities, and personal experiences, with guests including Kriti Kharbanda, Pulkit Samrat, Komal Pandey, Shakti Mohan along with her sisters Neeti and Mukti Mohan, Yasmin Karachiwala, Dr. Aditi Govitrikar, Parthip Thyagarajan, planner Kasturi Mahanta and Vishal Punjabi. The show positioned Manyavar as a trusted wedding authority, extending the brand well beyond retail into a genuine cultural conversation. Complementing this, the brand launched the *Manyavar Wedding Ambassador Programme*—a curated partnership with WeddingSutra featuring fifteen elite wedding industry professionals, including emcees, makeup artists, choreographers, photographers, DJs, and planners. These ambassadors wore and showcased Manyavar and Mohey ensembles in their professional work, bridging high-fashion styling with real-world wedding occasions and building authentic credibility at the heart of the wedding ecosystem.

Mohey elevated its standing for the modern Indian bride through complementary campaigns that worked at different levels of the funnel. At the top, the **Made For Each Other** campaign, featuring Rashmika Mandanna alongside Vijay Deverakonda — gave Mohey its biggest cultural moment of the year. It also pursued a focused strategy of deepening product visibility and broadening category perception through the Mohey Rang Do campaign—a 360-degree outdoor, digital, in-store, and digital activation designed to spotlight the brand's unlimited colour palette across its portfolio. The campaign communicated the richness and diversity of Mohey's collection to brides seeking personalisation and choice, while driving store footfalls and online discovery. Product-led shoots, consideration-driving store events, and targeted influencer trials further deepened Mohey's credentials as a complete wedding wear destination for the modern bride.

Twamev continued to articulate its luxury positioning through the *Truly You* proposition, anchored by a *Product Is King* storytelling approach that placed craftsmanship and collection narrative at the forefront. Experiential events, including the *Carnival by Twamev* in Bengaluru, extended the brand into high-touch community touchpoints, reinforcing Twamev's aspiration as the definitive luxury Indian celebration wear brand for the discerning, self-expressive consumer.

Diwas continued to build its identity as a festive-first, Gen-Z brand through sustained and strategic presence on marketplaces and quick-commerce platforms. The brand deepened partnerships with quick commerce and B2B platforms and maintained high visibility through spotlight campaigns and trend-based activations across Holi, Eid, and Diwali — meeting its consumers where they shop and reinforcing its positioning as a go-to brand for occasion-driven festival wear that is accessible, trend-forward, and instantly deliverable.

Mebaz undertook a deliberate brand repositioning—pivoting from a wedding-only player to an all-season, all-occasion celebration wear destination under the new brand idea, *Celebrations Begin with Mebaz*. The repositioning was brought to life through OOH campaigns, and influencer and stylist-driven content spanning weddings, festivals, and everyday milestones. This broadens Mebaz's addressable consumer base beyond the wedding season, enabling more consistent year-round engagement with its core Southern market audience.

iii) Focus on Online and Omni channel: Seamless, Scalable, Instant

During the financial year, the Company undertook a series of focused e-commerce initiatives to enhance customer experience, strengthen fulfillment capabilities, and improve conversion across its digital platforms. A key advancement was the full-scale activation of omnichannel capabilities, enabling online orders to be fulfilled through the Company's store network. This expanded product availability and supported faster deliveries in select locations, improving overall customer convenience.

On the platform front, significant investments were made in UI/UX enhancements across brand websites. This included redesigning homepages, product listing pages, and navigation structures, alongside the introduction of updated interface elements such as an enhanced header and mini cart. These improvements were complemented by AI-led interventions to deliver more relevant product discovery, personalized recommendations, and contextual cross-sell opportunities, making the browsing experience more intuitive and aligned with customer intent. Additionally, targeted interventions such as cart recovery mechanisms were deployed to address drop-offs and improve cart-to-checkout conversion. The integration of adaptive media delivery further enabled richer visual storytelling without materially impacting page load performance.

The Company also re-engineered key stages of the purchase journey, including optimization of conversion funnels and the introduction of a streamlined checkout experience with one-click functionality. These enhancements reduced friction, improved progression across the funnel, and supported higher transaction completion rates.

In parallel, a performance-based allocation framework for logistics partners was implemented, dynamically assigning shipments based on service reliability, delivery timelines, and cost considerations. This contributed to more consistent delivery experiences while maintaining operational efficiency.

Collectively, these initiatives led to improved customer engagement, stronger conversion efficiency, and a sustained increase in e-commerce revenue contribution. The Company remains committed to leveraging technology, data, and omnichannel integration to deliver a seamless and reliable digital commerce experience.

iv) Retail Operational Efficiency:

The Company continued to invest and build in the learning and development of its store teams through **VFL Parivaar app**, its dedicated Learning Management System. During the year, training content was significantly enriched through the integration of **AI-powered tools**, enabling the development of visually engaging, infographic-led modules. The Company also deployed **Claude Enterprise** across the organisation, further embedding AI capabilities into day-to-day workflows and enabling teams to work smarter, collaborate more effectively, and drive continuous improvement across functions. This approach resulted in meaningfully higher engagement levels among store teams with training content, strengthening frontline capability and elevating the overall in-store consumer experience.

The Company integrated AI-driven intelligence into its real estate strategy, enabling deeper insights into market potential, emerging retail markets, and the broader competitive landscape. This has empowered the Company to make sharper, data-driven site selection and expansion decisions with greater precision and confidence.

V. Customer Experience & Technology-Led Personalization

As part of its ongoing commitment to technology-led retail excellence, the Company continued to scale its AI-enabled camera infrastructure to an increased number of stores, thereby enhancing its capacity to capture footfall data and conversion metrics with greater accuracy. This technology investment supports more informed decision-making around store performance, customer behaviour, and operational efficiency.

Further building on the successful pilot of the digitally enabled in-store alteration process, the Company scaled the initiative further during the year, fully automating the alteration workflow. What began as an effort to bring consistency to post-purchase interactions has now evolved into a standardised, end-to-end digital experience — reducing turnaround times, minimising manual dependency, and ensuring customers benefit from a seamless and enriched post-purchase journey.

E. Competitive Strengths/ Opportunities & Challenges

The Company's key competitive strengths provide it with distinct advantages in the organised Indian wedding and celebration wear market among increasing participation and competition. These 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.
- No end of season sales or discounts for Manyavar brand.
- Continued Investment in capturing consumer taste preferences at a pin code level — enabling hyper-local demand sensing for sharper inventory planning and reduced markdowns.

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. Also, other players may increase competition falling under the same 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.

F. Internal control system and the adequacy

Vedant Fashions has implemented robust internal control systems to ensure the effectiveness and efficiency of its operations, reliability of financial reporting, and compliance with applicable laws and regulations which are commensurate with the size, nature of business, geographical presence, and complexity of the business. The governance structure assigns responsibilities to the Committees of the Board, function heads, and process owners. Policies and procedures are reviewed periodically to keep them relevant in the changing business environment. Detailed standard operating procedures and their controls are well documented and embedded in business processes to mitigate risks in operations, reporting, and compliance. Our Company's ERP, system infrastructure, and checks are integral parts of the internal control system. Our Company leverages data analytics, and other tools to identify data exceptions and trends, and actively invests in moving from manual to automated controls. A strong compliance management system monitors the compliance status online and updates compliance requirements with the latest changes in statutes and business operations.

Our Company has strong internal audit governance to assure the adequacy and effectiveness of internal controls. The risk-based internal audit plan is approved by the Audit Committee, which periodically reviews the adequacy and effectiveness of our Company's internal financial controls.

G. Enterprise Risk Management

Our 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 four Directors out of which three 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.

H. Financial Review

Figures in Rs mn

Particulars	2025-26	2024-25
Revenue from operations	14,355	13,865
Gross Profit	9,425	9,315
Gross Margin %	65.7%	67.2%
EBITDA	6,357	6,464
EBITDA Margin %	44.3%	46.6%
PAT	3,755	3,885
PAT Margin %	26.2%	28.0%

Key financial ratios:

Key financial ratios	2025-26	2024-25	Difference (%)
Debtors' turnover	2.26	2.34	(3.42)%
Inventory turnover	8.28	8.14	1.72%
Interest coverage ratio	Not Applicable, since the Company has no Borrowings involving interest coverage.		
Current ratio (in times)	3.67	4.01	(8.48)%
Debt equity ratio (in times)	0.23	0.27	(14.81)%
Net profit margin (in %)	26.16%	28.02%	(6.64)%
Return on net worth# (in %)	29.81%	34.34%	(13.19)%

 # 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: NA

I. 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 684 employees.

For the financial years ended March 31 of 2025 and 2026, the employee benefits expense amounted to ₹ 597.99 million and ₹ 660.62 million, respectively, representing 6.28% and 6.39% respectively, of the total expenses.

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.

The Board of Directors of the Company is fully aware of its fiduciary responsibilities and remains committed to upholding the highest standards of corporate governance. The Board recognizes its accountability to all stakeholders and diligently strives to ensure transparency, integrity, and sustainable growth across all aspects of the Company’s operations.

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, 2026, 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 Directors/ Managing Director serve 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 (related to Promoter)
B. NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR	
Mr. Sunish Sharma (DIN: 00274432)	Non-Executive Director & 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, 2026, 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, 2026, 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://vedantfashions.com/wp-content/uploads/2024/04/Profile-of-Directors_VFL_Apr-2026.pdf

b) Number of Board Meetings held and dates on which held:

Number of Board Meeting	Dates on which Board Meetings Held
VFL/BM/25-26 /01	April 10, 2025
VFL/BM/25-26 /02	May 06, 2025
VFL/BM/25-26 /03	June 25, 2025
VFL/BM/25-26 /04	July 30, 2025
VFL/BM/25-26 /05	October 30, 2025
VFL/BM/25-26 /06	November 12, 2025
VFL/BM/25-26 /07	February 12, 2026
VFL/BM/25-26 /08	March 28, 2026

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.

c) Attendance of Directors at the meetings of the Board and at last Annual General Meeting

The Board met 8 (Eight) times during the FY 2025-26. 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 September 04, 2025
	April 10, 2025	May 06, 2025	June 25, 2025	July 30, 2025	October 30, 2025	November 12, 2025	February 12, 2026	March 28, 2026	
Mr. Ravi Modi	P	P	P	P	P	P	P	P	P
Mrs. Shilpi Modi	P	P	P	P	P	P	P	A	P
Mr. Manish Mahendra Choksi	P	P	P	P	P	P	P	P	P
Mr. Sunish Sharma	P	P	P	P	P	A	A	A	P
Mr. Tarun Puri	P	P	P	P	P	P	P	P	P
Ms. Abanti Mitra	P	P	P	P	P	P	P	P	P

All Directors are expected to attend each Board Meeting and each Committee Meeting of which they are members, unless there are reasons preventing them from participating. Other Directors who are not members of the Committees are also invited to attend such Committee Meetings at their discretion.

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, 2026 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, have been included and all other companies including Private Limited Companies, Foreign 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 skill-based 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 in-depth 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

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
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
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)	Nil
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, Executive Director as per Section 2(77) of the Companies Act, 2013 (herein after referred to as "the Act"). Mrs. Shilpi Modi is the wife of Mr. Ravi Modi.

Apart from the details mentioned above, none of the directors have any inter-se relationships.

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://vedantfashions.com/wp-content/uploads/2024/04/Familiarization-Programme-for-Independent-Director_2026-1.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. The web link of the same is as follows:

https://vedantfashions.com/wp-content/uploads/2024/04/CODE-OF-CONDUCT-FOR-DIRECTORS-SENIOR-MANAGEMENT_Final-1.pdf

The Board Members and Senior Management Personnel are expected to adhere to the Code and have accordingly affirmed compliance of the same during the financial year ended 31st March 2026. The declarations regarding the same have been received from all the Board Members and Senior Management Personnel. A declaration to this effect, signed by the Managing Director of the Company, forms part of this Annual Report and is annexed herewith.

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.

During the period under review, no Independent Director has resigned from the office before the expiry of the tenure.

3. Audit Committee

The Company has in place the Audit Committee in line with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The members of the Audit Committee have the requisite financial and management expertise.

The Audit Committee comprises 3 (Three) Members out of which one Non-Executive Independent Director acts as the Chairperson, one Non-Executive Independent Director and one Executive Director acts as the Members of the Committee.

Mr. Navin Pareek, Company Secretary of the Company, is the designated Compliance Officer and acts as a Secretary to the Committee.

The Audit Committee has been vested with the power 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 in its meeting, if considered 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 the 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, secretarial 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 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 the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take 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 Listing Regulations and/or the applicable Accounting Standards and/or the 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 Act, the 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 victimization 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 Act and 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. Management letters/letters of internal control weaknesses issued by the statutory auditors;

3. Internal audit reports relating to internal control weaknesses; and

4. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee;

5. Statement of deviations:

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

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

The terms of reference of the Audit Committee are in conformity with the Listing Regulations read in conjunction with Section 177 of the Act.

Composition, Name of members, Chairperson, Meetings and Attendance

The Committee met 7 (Seven) times during the FY 2025-26. The composition of the Audit Committee and the attendance of the Directors at the said meetings are as follows:

Composition of the Audit Committee	Designation	Audit Committee Meetings Held On						
		April 10, 2025	May 06, 2025	June 25, 2025	July 30, 2025	October 30, 2025	February 12, 2026	March 28, 2026
Ms. Abanti Mitra, Non-Executive & Independent Director	Chairperson of the Committee	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Manish Mahendra Choksi, Non-Executive & Independent Director	Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ravi Modi, Chairman & Managing Director	Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 4th September, 2025 to address shareholder's queries, if any.

Communication with Those Charged with Governance

During the year under review, pursuant to the compliance with the Standards on Auditing (SA 260 Revised, SA 265) and the NFRA Circular dated January 07,2026, the Statutory Auditors of the company communicated with Those Charged With Governance (TCWG) including Audit Committee on Significant Audit Matters, which was duly reviewed and noted in the Audit Committee/Board Meeting.

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 Act 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.

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.

(iv) For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.

(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 Act and Listing Regulations.

The Nomination and Remuneration policy is available on the Company's website. The web link of the same is as follows:

https://vedantfashions.com/wp-content/uploads/2024/04/NOMINATION-AND-REMUNERATION-POLICY-Final-1.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 28th March, 2026 to evaluate the performance 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 and to assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors were 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 reflect a 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 2026.

Composition, Number of members, Chairperson, Meetings and Attendance

The Committee met 4 (Four) times during the FY 2025-26. The attendance of the Members at the said Meetings was:

Composition of the Nomination and Remuneration Committee	Designation	Nomination and Remuneration Committee Meetings Held On			
		June 25, 2025	July 30, 2025	November 12, 2025	March 28, 2026
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	No	No

The Chairman of the Nomination & Remuneration Committee attended the last AGM held on 4th September, 2025.

5. Details of remuneration for the year ended March 31, 2026:

(i) Executive Directors

During the year under review, the following remuneration was paid/payable for FY 25-26 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	42,00,000	3,42,00,000
Mrs. Shilpi Modi	2,00,00,000	28,00,000	2,28,00,000
Total	**5,00,00,000**	**70,00,000**	**5,70,00,000**

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, 2026:

Name	No. of Shares held in the Company
Mr. Ravi Modi	16,88,134
Mrs. Shilpi Modi	26,56,104

(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 ₹30,00,000 p.a (including sitting fees). The sitting fee for attending meetings of the Board, Audit Committee, Nomination & Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee meeting is ₹1,00,000/- per meeting respectively.

The Company pays the following sitting fees to its Directors for every Board meeting attended by them and Committee meetings:

Meetings	Amount of Sitting Fees (INR)*
Board Meeting	1,00,000
Audit Committee Meeting	1,00,000
Nomination and Remuneration Committee Meeting	1,00,000
Risk Management Committee	1,00,000
Stakeholders Relationship Committee Meeting	1,00,000
CSR Committee	1,00,000

** 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. The web link of the same is as follows:

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 service contract and notice period for the Directors are mentioned herein below:

Name of the Director	Details of Service Contract	Notice period
Mr. Ravi Modi (DIN: 00361853)	Reappointed as Managing Director for a term of 5 (five) years w.e.f. 28.08.2021.	6 (Six) Months
Mrs. Shilpi Modi (DIN: 00361954)	Reappointed as Whole- Time Director for a term of 5 years w.e.f. 28.08.2021.	6 (Six) Months
Mr. Sunish Sharma (DIN: 00274432)	Appointed as Non-Executive Director w.e.f. 24.08.2017. Further, his continuation as non-executive director was approved at 22nd Annual General Meeting dated 30.08.2024.	Nil
Mr. Manish Mahendra Choksi (DIN: 00026496)	Appointed as Non-Executive Independent Director for a term of 5 (five) years w.e.f. 06.09.2021.	Nil
Mr. Tarun Puri (DIN: 02117623)	Appointed as Non-Executive Independent Director for a term of 5 (five) years w.e.f. 06.09.2021.	Nil
Ms. Abanti Mitra (DIN: 02305893)	Appointed as Non-Executive Independent Director for a term of 5 (five) years w.e.f. 06.09.2021.	Nil

The following are the sitting fees paid/payable for attending Board Meeting and other Committee Meetings and the Commission/other fees to the Non-Executive Directors for the FY 25-26:

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	24,00,000	6,00,000
Mr. Sunish Sharma	Board Meeting Nomination and Remuneration Committee	7,00,000	23,00,000
Mr. Tarun Puri	Board Meeting Nomination and Remuneration Committee Risk Management Committee Corporate social Responsibility Committee	15,00,000	15,00,000
Ms. Abanti Mitra	Board Meeting Audit Committee Stakeholder Relationship Committee Corporate Social Responsibility Committee Risk management Committee	20,00,000	10,00,000

During the financial year 2025-26, 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 Act and Regulation 20 of the Listing Regulations. The Committee comprises of 4 (Four) Directors, out of which two are Executive Directors and two Non-Executive Independent Director. The Committee is headed by Ms. Abanti Mitra, Non-Executive Independent Director. The Committee specifically looks into the redressal of stakeholders and investor complaints.

Mr. Navin Pareek, Company Secretary of the Company, is the designated Compliance Officer and acts as Secretary to the 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;

   Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, general meetings etc.

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 to an Issue and Share 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, Number of members, Chairperson, Meetings and Attendance

The Committee met 3 (Three) times during FY 2025-26. The attendance of the Directors at the said meetings was:

Members of the Stakeholders Relationship Committee	Designation	Stakeholders Relationship Committee Meeting Held On		
		July 30, 2025	October 30, 2025	March 28, 2026
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	No	No
Mr. Manish Mahendra Choksi, Non-Executive Independent Director	Member	Yes	Yes	Yes

The Chairman of the Stakeholders Relationship Committee attended the last AGM held on 4th September, 2025.

Number of complaints received and resolved during the year:

Number of complaints pending at the beginning of the financial year 2025-26	NIL
Number of complaints received during the year 2025-26	NIL
Number of complaints redressed during the year 2025-26	NIL
Number of complaints pending at the end of the financial year 2025-26	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 4 (Four) members, all of them are Board members comprising of three 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 is considered necessary.

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, Number of members, Chairperson, Meetings and Attendance

The Committee met two times during FY 2025-26. The attendance of the Directors at the said meetings was:

Members of the Risk Management Committee	Designation	Risk Management Committee Meeting Held On	
		October 15, 2025	March 28, 2026
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
Ms. Abanti Mitra Non-Executive & Independent Director	Member	No	Yes

8. 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 2025-26	Nil	Nil
Number of complaints filed during the year 2025-26	Nil	Nil
Number of complaints disposed of during the year 2025-26	Nil	Nil
Number of complaints pending at the end of the financial year 2025-26	Nil	Nil

9. 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 Act to recommend the amount of expenditure to be incurred on the activities prescribed as per the approved policy, to monitor the Corporate Social Responsibility Policy of the Company from time to time and perform such other duties as assigned to it under the applicable laws or by the Board. 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, Number of members, Chairperson, Meetings and Attendance

The Committee met 1 (One) time during FY 2025-26. The attendance of the Directors at the said Meeting was:

Members of the CSR Committee	Designation	CSR Committee Meeting Held On
		March 28, 2026
Mr. Ravi Modi Chairman & Managing Director	Chairperson of the Committee	Yes
Mrs. Shilpi Modi Whole time Director	Member	No
Mr. Tarun Puri Non-Executive & Independent Director	Member	Yes
Ms. Abanti Mitra Non-Executive & Independent Director	Member	Yes

During the financial year under review, the Corporate Social Responsibility (CSR) Committee approved certain matters by way of resolution passed through circulation, in accordance with the provisions of the Companies Act, 2013.

The Committee, inter alia, approved the revised Annual Action Plan (AAP) for FY 2025–26, consequent to revision in the CSR obligation and changes in certain ongoing CSR programmes. The revised plan included reallocation of unspent amounts and deployment of funds to an identified implementing agency, ensuring optimal utilisation of CSR funds in line with the Company's CSR Policy and statutory requirements.

The said resolution was duly approved by the members of the Committee and was subsequently approved by the Board of Directors.

The CSR Policy is available on the Company's website. The web link of the same is as follows:

https://vedantfashions.com/wp-content/uploads/2024/04/CORPORATE-SOCIAL-RESPONSIBILITY_Final.pdf

10. Senior Management

As per the definition provided in Act & Listing Regulations Company has identified its Senior Management as:

Sl. No	Name of Senior Management	Designation
1.	Mr. Vedant Modi	Chief Revenue Officer
2.	Mr. Anand Narang	Chief Marketing & Digital Officer
3.	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
7.	Mr. Aman Kumar Gupta	Chief Retail Officer

During the financial year under review, Mr. Aman Kumar Gupta is appointed as the Chief Retail Officer of the Company w.e.f. November 13, 2025.

During the year under review. Mr. Arunansghu Chaterjee has resigned as the Chief Human Resource Officer of the Company w.e.f . May 02, 2025.

11. Separate meeting of the Independent Director

The meeting of the Independent Directors during the year 2025-26 was held in accordance with the requirements of Section 149 & Schedule IV of the Act and Regulation 25 of the Listing Regulations.

During the year, the Independent Directors met once on March 28, 2026, and all Independent Directors participated in the meeting. The details of familiarization programmes are available on the Company's website. The web link of the same is as follows:

https://vedantfashions.com/wp-content/uploads/2024/04/Familiarization-Programme-for-Independent-Director_2026-1.pdf

12. Disclosures

a) **Related Party Transactions:**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and 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 related parties, 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 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. The web link of the same is as follows:

https://vedantfashions.com/wp-content/uploads/2024/04/RPT-Policy-Version-3.pdf)

b) There were no penalties imposed by either SEBI or the stock exchanges or any statutory authority for non-compliance of any matter related to the capital markets, during last three years.

c) The Company has in place a Vigil Mechanism/ Whistle Blower Policy in terms of Section 177(9) of the Act 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 have 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.

The web link of the same is as follows:

https://vedantfashions.com/wp-content/uploads/2024/04/Whistle-Blower-Policy-V3.0_Final.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 is as follows:

- Reporting of Internal Auditor: The Internal Auditors of the Company have direct access to the Audit Committee.

e) The Company has no material commodity price risks and accordingly has not entered into Commodity hedging.

f) 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 2025-26 and the Audited/Review Report on the Financial Statement/Results for the quarter and year ended 31st March 2026.

The details of total fees for all services paid by the Company during FY 2025-26 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)	4.25
Services as tax auditors	0.50
Re-imbursement of out-of-pocket expenses	0.53
Total	5.28

g) Certificate from Company Secretary in practice

The Company has obtained a certificate from M/s M&A Associates., 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.

h) 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.				

i) Recommendations of the Committees of the Board

There were no such instances during the financial year 2025-26, wherein the Board had not accepted recommendations made by any Committees of the Board.

j) 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.

k) 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.

l) Details of Material Subsidiaries

Not Applicable.

13. Means of Communication

(a) Quarterly results/Annual results/Notices/ Other important announcements:

The quarterly results, annual results, notices, and other important announcements of the Company are published in newspapers such as The Economic Times (All India Edition) and Sangbad Pratidin (Kolkata Edition). In compliance with applicable SEBI requirements, these newspaper publications also contain a Quick Response (QR) Code, which enables shareholders and investors to access the full financial results and related disclosures hosted on the Company's website at ***https://www.vedantfashions.com/***.

Further, the quarter-end shareholding pattern, quarterly Integrated Filing, 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

14. 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
23rd	March 31, 2025	September 04, 2025 3:30 P.M.	Through Video Conferencing/ OAVM (Deemed Venue – Registered Office of the Company)	NIL
22nd	March 31, 2024	August 30, 2024 3:00 P.M.	Through Video Conferencing/ OAVM (Deemed Venue – Registered Office of the Company)	NIL
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.

(ii) Postal Ballot and Postal Ballot Process

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.

(ii) Information about Directors seeking appointment/ Re-appointment

Mrs. Shilpi Modi, Whole time 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.

15. General Shareholder Information

(a) Annual General Meeting for the FY 2025-26

Date & Time Venue Book Closure Date for Final Dividend	As of the date of signing of this report, the date, time and venue of the AGM and the book closure dates were yet to be decided. These will be finalised in due course and the necessary communication will be issued accordingly.

Dividend Payment Date: Dividend of 775% i.e. ₹7.75/- per equity share of face value of Re. 1 each for the financial year 2025-26 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 five times during the last seven years i.e. FY 2019-20, 2021-22, 2022-23, 2023-2024 and 2024-25 the details whereof are as follows:

Financial Year	Percentage (%)	Dividend in ₹ per share
2019-20	200%	4.00 (Face Value: ₹2 per share)
2021-22	500%	5.00 (Face Value: ₹1 per share)
2022-23	900%	9.00 (Face Value: ₹1 per share)
2023-24	850%	8.50 (Face Value: ₹1 per share)
2024-25	800%	8.00 (Face Value: ₹1 per share)

The following amount of dividend remained unclaimed as on 31st March 2026:

Sl No	Financial Year	Amount (₹)
1	2021-22	44,916.00
2	2022-23	83,555.00
3	2023-24	49,472.00
4	2024-25	59,883.00

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) The name and address of each stock exchange(s) at which the listed entity's securities are listed and confirmation about payment of annual listing fee to each of such stock exchange(s);

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 2026-27 have been duly paid.

(c) Tentative Calendar for the FY 2026-27 (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	

(d) Registrar and Share Transfer Agent

KFin Technologies 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***

(e) 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.

(f) 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.

(g) Distribution of shareholdings (as per shareholding pattern filed under Regulation 31 as on March 31, 2026):

Category	Shareholders		Shares	
	Numbers	% of shareholders	Numbers	% of shares
Upto - 5000	85,564	99.6645	68,22,002	2.8077
5001 - 10000	100	0.1165	7,05,806	0.2905
10001 - 20000	52	0.0606	7,52,756	0.3098
20001 - 30000	30	0.0349	7,62,970	0.3140
30001 - 40000	13	0.0151	4,71,969	0.1942
40001 - 50000	5	0.0058	2,26,830	0.0934
50001 - 100000	16	0.0186	11,41,539	0.4698
100001 and above	72	0.0839	23,20,89,231	95.5205
Total		**100.00**		**100.00**

(h) Dematerialization of shares and liquidity

As on March 31, 2026, 100% of the Company's total equity shares, aggregating to 24,29,73,103 shares, were held in dematerialised form, the details of which are given below:

Category	Total Shares	% to Equity
NSDL	23,88,65,505	98.31
CDSL	41,07,598	1.69
Total	24,29,73,103	100

The entire shareholding of the promoters' and members of promotors' group are also in dematerialized form.

(i) 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.

(j) Insider trading regulations

The Company has adopted a code of internal procedures for prevention of any unauthorized 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 designated as the Compliance Officer for this purpose.

(k) 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.

(l) 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***

(m) Credit Rating

During the year under review, the following rating has been upgraded/reaffirmed for the Company by CRISIL vide its press release dated July 03, 2025:

Total Bank Loan Facilities Rated	₹120 crore
Long Term Rating	CRISIL AA/Stable
₹10 Crore Commercial Paper	CRISIL A1+

(n) 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.

16. Corporate Governance Compliance Certificate

The company has obtained a certificate from M/s. M & A Associates certifying compliance of conditions of corporate governance which is annexed to this report.

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://vedantfashions.com/wp-content/uploads/2024/04/Profile-of-Directors_VFL_Apr-2026.pdf*
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://vedantfashions.com/wp-content/uploads/2024/04/Familiarization-Programme-for-Independent-Director_2026.pdf*
Nomination and Remuneration Policy	*https://vedantfashions.com/wp-content/uploads/2024/04/NOMINATION-AND-REMUNERATION-POLICY-Final-1.pdf*
Code of Conduct for Prevention of Insider Trading	*https://vedantfashions.com/wp-content/uploads/2024/04/Code-of-Conduct-PIT-VFL_Version-V3.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://vedantfashions.com/wp-content/uploads/2024/04/CORPORATE-SOCIAL-RESPONSIBILITY_Final.pdf*
Code of Conduct for Directors and Senior Management	*https://vedantfashions.com/wp-content/uploads/2024/04/CODE-OF-CONDUCT-FOR-DIRECTORS-SENIOR-MANAGEMENT_Final.pdf*
Related Party Transaction Policy	*https://vedantfashions.com/wp-content/uploads/2024/04/RPT-Policy-Version-3.pdf*
Vigil Mechanism/ Whistle Blower Policy	*https://vedantfashions.com/wp-content/uploads/2024/04/Whistle-Blower-Policy-V3.0_Final.pdf*
Policy for Determination of an Event/ Information	*https://vedantfashions.com/wp-content/uploads/2024/04/MATERIALITY-POLICY_Final.pdf*
Preservation and Archival Policy	*https://vedantfashions.com/wp-content/uploads/2024/04/PRESERVATION-AND-ARCHIVAL-POLICY_Final.pdf*
Dividend Distribution Policy	*https://vedantfashions.com/wp-content/uploads/2024/04/DIVIDEND-POLICY_Final.pdf*
Policy on determination of Materiality	*https://vedantfashions.com/wp-content/uploads/2024/04/MATERIALITY-OF-EVENTS_Final.pdf*
Policy on Board Diversity	*https://vedantfashions.com/wp-content/uploads/2024/04/POLICY-ON-BOARD-DIVERSITY_Final.pdf*
Succession Policy for the Board and Senior Management	*https://vedantfashions.com/wp-content/uploads/2024/04/SUCCESSION-POLICY-FOR-THE-BOARD-AND-SENIOR-MANAGEMENT_Final.pdf*
Policy on Material Subsidiaries	*https://vedantfashions.com/wp-content/uploads/2024/04/MATERIAL-SUBSIDIARY-POLICY_Final.pdf*
Risk Management Policy	*https://vedantfashions.com/wp-content/uploads/2024/04/RISK-MANAGEMENT-POLICY_Final.pdf*
Business Responsibility and Sustainability Reporting Policy	*https://vedantfashions.com/wp-content/uploads/2024/04/BUSINESS-RESPONSIBILITY-AND-SUSTAINABILITY-REPORTING-POLICY_Final.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 2025-26, 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://vedantfashions.com/wp-content/uploads/2024/04/CODE-OF-CONDUCT-FOR-DIRECTORS-SENIOR-MANAGEMENT_Final.pdf***

For **Vedant Fashions Limited**

Ravi Modi
Chairman & Managing Director
DIN: 00361853

Date: May 08, 2026
Place: Kolkata

Certificate on Corporate Governance

Registration No. of the Company - L51311WB2002PLC094677
Nominal Capital – ₹ 35,10,00,000

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, 2026, 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 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, 2026.

We state that no investor's grievance/complaint has been pending unresolved as on March 31, 2026.

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 **M & A Associates**
(a Firm of Company Secretaries)

CS Vivek Mishra
Partner
FCS No.: 8540 | COP: 17218
Peer Review No.: 1720/2022
UDIN:F008540H000313559

Date: May 08, 2026
Place: Kolkata

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, 2026 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 **M & A Associates**
(a Firm of Company Secretaries)

CS Vivek Mishra
Partner
FCS No.: 8540 | COP: 17218
Peer Review No.: 1720/2022
UDIN: F008540H000313592

Date: May 08, 2026
Place: Kolkata

Managing Director & Chief Financial Officer Certification

Date: May 08, 2026

To,
The Board of Directors
Vedant Fashions Limited
19, Canal South Road,
Paridhan Garment Park,
SDF-1, 4^{th} Floor, A501-502,
Kolkata – 700015, W.B.

Sub: MD and CFO Compliance Certificate on Financial Statements for the financial year ended March 31, 2026 ("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, 2026 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	2025-26
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 24,29,73,103
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	Tirkha Consultants & Advisors LLP
15	Type of assurance obtained	Reasonable Assurance

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%

18. Operations

Number of locations where plants and/or operations/offices of the entity are situated:

Vedant Fashions Limited ("VFL" or "the Company") operates a centralized warehouse in Dhulagarh, Howrah, West Bengal. The registered and corporate office is located at Paridhan Garment Park, Kolkata, West Bengal. The Company also operates Fifteen retail outlets, including five in Kolkata, two in Mumbai and eight in Bangalore.

Location	Number of plants	Number of offices	Total
National	16	1	17
International	0	0	0

**Note: The details of the major locations where manufacturing and warehousing activities are carried out have been included above. Fifteen company operated stores, one warehouse 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 (240 cities and towns in India)
International (No. of Countries)	VFL has international stores across five countries: the United States of America (USA), the United Arab Emirates (UAE), the United Kingdom (UK), Canada and Australia.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

In the FY 2025-26, exports contributed 1.78% to the company's total turnover.

c. A brief on types of customers

Vedant Fashions Limited (VFL), incorporated in 2002 and headquartered in Kolkata, caters to a diverse consumer base seeking ready-to-wear ethnic and occasion-based apparel and accessories for men, women, and children. Through its portfolio of brands—Manyavar, Mohey, Twamev, Diwas, and Mebaz—the Company addresses a wide range of customer preferences across traditional, wedding, festive, and celebration wear segments.

The Company follows an omni-channel retail strategy, serving customers through exclusive brand outlets (EBOs), multi-brand outlets (MBOs), large format stores (LFS), and digital platforms, including its own website and leading third-party e-commerce portals. VFL's customers span across India and select international markets, including the USA, UAE, UK, Canada, and Australia. Rooted in Indian cultural heritage, the Company positions itself as a one-stop destination for ethnic and occasion wear, catering to varied demographics, geographies, and price sensitivities.

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)	473	380	80%	93	20%
2.	Other than permanent (E)	2	2	100%	0	0%
3.	**Total employees (D+E)**	**475**	**382**	**80%**	**93**	**20%**
	Workers					
4	Permanent (F)	211	202	96%	9	4%
5	Other than permanent (G)	507	435	86%	72	14%
6	**Total workers (F+G)**	**718**	**637**	**89%**	**81**	**11%**

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 deployed 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%

**Here, Board of Directors includes Non-Executive Directors only*

***Here, KMP includes executive directors and non-board KMP*

22. Turnover rate for permanent employees and workers

	FY 2025-26 (Turnover rate in current FY)			FY2024-25 (Turnover rate in previous FY)			FY2023-24 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employee	8%	26%	11%	13%	26%	16%	12%	34%	16%
Permanent workers	30%	100%	35%	4%	0%	3%	5%	0%	4%

III. 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)
-	Not any	Not any	-	-

IV. CSR details

Vedant Fashions Limited, following its CSR policy and complying with Section 135 of the Companies Act, 2013, along with the amended rules and the subjects outlined in Schedule VII of the Act, carries out initiatives focused on three primary areas: Health, education and Livelihood. In FY 2025-26, the company broadened its CSR outreach, benefiting many individuals across 9 (nine) Indian states and 1 (one) union territory. With an allocated CSR budget of INR 105.1 million, VFL has made meaningful contributions toward societal progress, reflecting its dedication to social welfare and sustainable development.

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover: INR 14,354.79 million (During the year ended 31st March 2026

(iii) Net worth: INR 19,643.36 million (During the year ended 31st March 2026

V. 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 objective of creating a safe and inclusive environment where every stakeholder feels valued and empowered, VFL has put in place a transparent and efficient grievance-redressal system. This system ensures that all issues, queries, and complaints related to the Company's operations or officials are carefully reviewed and resolved in a fair and timely 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 2025-26			FY 2024-25		
		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		0	0	-	1	0	Complaints related to assistance in process of dematerialization of shares
Employees and workers		0	0	-	0	0	-
Customers		4388	0	-	6350	0	-
Value chain partners		0	0	-	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 Emissions	Risk	The Company's operations, while following an asset-light model without in-house manufacturing, remain dependent on energy-intensive activities across its value chain, including manufacturing by jobbers, transportation of finished goods, warehousing, and office operations. This dependence exposes the Company to risks arising from regulatory compliance requirements, heightened climate-related disclosures, and evolving environmental expectations within the apparel and retail industry.	Vedant Fashions Limited has undertaken focused measures to mitigate climate-related risks and reduce its environmental footprint. During FY 2025-26, the Company achieved carbon-neutral status, with emissions offset through recognised mechanism. Further, the Company has implemented energy-efficiency initiatives at its owned premises, including the adoption of energy-efficient lighting and , adoption of EV Car, and HVAC air-conditioning systems at the Head Office and warehouse. These measures have contributed to improved energy efficiency and reduced operational emissions. The Company continues to monitor energy consumption and remains committed to identifying opportunities to strengthen environmental performance across its operations and value chain.	Negative – Includes compliance expenses, reputational concerns, higher operational costs, supply chain disruptions, and potential effects on profitability and shareholder value.

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)
2	Waste Management	Risk	Ineffective waste management practices can expose Vedant Fashions Limited to regulatory non-compliance, potentially resulting in penalties, legal proceedings, and adverse regulatory action. Such outcomes may also lead to reputational damage, which could impact stakeholder confidence, brand equity, and overall financial stability. Given the increasing regulatory scrutiny and stakeholder expectations around responsible waste management in the retail sector, this has been identified as a material ESG risk for the Company.	Vedant Fashions Limited has implemented systematic waste-management practices across its operations. The Company has adopted source segregation of waste at offices and warehouse locations to ensure efficient handling and disposal of different waste streams. Further initiatives undertaken by the Company include the adoption of digital invoicing and e-signature systems to reduce paper consumption, promotion of paper and cloth bags in place of plastic bags, and measures to minimise the use of single-use plastic bottles. The Company also ensures responsible recycling of plastic waste through authorised recyclers. In line with applicable regulations, VFL complies with Plastic Extended Producer Responsibility (EPR) requirements and ensures that plastic packaging waste generated is recycled in accordance with EPR guidelines through authorised EPR partners. Additionally, e-waste generated from operations is disposed of through PCB-authorised vendors, ensuring environmentally sound handling and regulatory compliance.	Positive – Increasing consumer preference for sustainable brands enhances customer loyalty and provides a competitive advantage.
3	Talent Attraction and Retention	Opportunity	Vedant Fashions Limited aims to strengthen its position as an employer of choice by implementing structured learning and development initiatives, equitable compensation, objective performance management, clear career pathways, flexible working models, and employee-centric benefits to build a productive and future-ready workforce.	Not applicable	Positive: Attracting and retaining skilled talent enhances competitiveness, strengthens employer branding, reduces recruitment and onboarding costs, and improves overall organisational performance.

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	Occupational health and safety concerns present a material risk for Vedant Fashions Limited across its internal operations and extended supply chain. Workers engaged in activities such as cutting, embroidery, stitching, and finishing are exposed to potential workplace hazards. Similar risks may also be present at jobbers' facilities, where a significant portion of production activities is carried out. Inadequate OHS management can lead to workplace injuries, occupational illnesses, or fatalities, which may disrupt operations, impact workforce well-being, and expose the Company to regulatory, legal, and reputational risks.	Vedant Fashions Limited has implemented structured measures to manage occupational health and safety risks across its operations and extended workforce. Employees and workers receive regular OHS training, including fire-fighting preparedness, and undergo periodic health check-ups. The Company also provides Mediclaim and ESIC coverage to eligible employees and workers and has partnered with a third-party healthcare provider to offer discounted diagnostic services to employees, workers, and their dependents. Operational controls include strict enforcement of safety protocols, such as mandatory use of safety guards while handling sharp tools and equipment. The Company has implemented an upgraded incident reporting system to enable timely identification, reporting, and prevention of workplace hazards across operations.	Negative: Workplace incidents can result in significant financial consequences, including medical expenses, productivity losses, compensation and insurance liabilities, legal costs, and potential damage to assets.
5	Diversity and inclusion	Opportunity	Integrating diversity and inclusion across recruitment, training, leadership development, and career progression enables the Company to attract high-quality talent, enhance employee engagement, reduce attrition, and foster an innovative and collaborative work culture that supports long-term organisational stability.	Not applicable	Positive – Diversity and inclusion drive innovation, strengthen team performance, and improve employee retention.

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)
6	Human rights	Risk	Human rights risks are material for Vedant Fashions Limited due to its dependency on an extended value chain, including jobbers and third-party vendors who undertake key activities such as cutting, embroidery, stitching, and finishing. While the Company does not directly engage in manufacturing, these upstream and outsourced operations may expose workers to risks related to child labour, forced labour, unfair wages, excessive working hours, or unsafe working conditions if not adequately monitored. Any lapse in human-rights practices across the value chain can result in regulatory non-compliance, reputational harm, loss of customer trust, and long-term brand damage, particularly given increasing stakeholder scrutiny in the apparel and retail sector. Accordingly, human rights have been identified as a significant ESG risk for the Company due to potential operational, legal, and reputational implications arising from its supply-chain relationships.	Vedant Fashions Limited has implemented multiple measures to uphold human rights across its operations and value chain. Child labour prevention posters are displayed at all operational units, reinforcing the Company's zero-tolerance approach toward child and forced labour. The Company conducts regular training and awareness programmes for employees and workers to promote understanding of human-rights standards and ethical workplace practices. To address workplace-related grievances, the Company has constituted an Internal Committee in line with applicable laws to handle complaints related to sexual harassment. These measures are supported by and aligned with the Company's Code of Conduct, BRSR Policy, and POSH Policy, which collectively establish governance mechanisms for safeguarding human rights and promoting a respectful and inclusive work environment.	Negative: Human rights violations can lead to severe reputational damage, financial losses, regulatory action, and long-term erosion of brand value and stakeholder trust.
7	Community welfare	Opportunity	Community welfare presents an opportunity for Vedant Fashions Limited, as CSR remains a key focus area for the Company. Through a range of initiatives, particularly in health and education, VFL seeks to enhance the quality of life of community members and contribute to inclusive socio-economic development. Additionally, the Company plans to undertake a comprehensive social impact assessment to evaluate the effectiveness of its CSR interventions and identify opportunities to further strengthen community outcomes and long-term impact.	Not applicable	Positive: Investments in community welfare strengthen stakeholder relationships, support inclusive growth, and help build a resilient business environment while contributing to long term societal well being.

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)
8	Corporate governance	Opportunity	Strong corporate governance presents an opportunity for the Company by enhancing transparency, accountability, and the effectiveness of decision-making processes. A robust governance framework also strengthens market reputation and stakeholder confidence, thereby improving credibility with investors, customers, and regulators and supporting sustainable long-term value creation.	Not applicable	Positive: Effective governance enhances reputation, strengthens investor confidence, reduces risk exposure, improves access to capital, and supports sustainable long-term growth.

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://vedantfashions.com/wp-content/uploads/2024/04/BUSINESS-RESPONSIBILITY-AND-SUSTAINABILITY-REPORTING-POLICY_Final.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 are consistent with the United Nations Sustainable Development Goals (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.								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
6.	Performance of the entity against the Specific commitments, goals and targets along-with reasons in case the same are not met.	1. In FY 2025–26, the Company recycled 109 metric tons of plastic waste. Additionally, the Company has implemented 3-way source segregation of waste at the warehouse and corporate office. 2. The Company remains committed to empowering communities through targeted initiatives in education , healthcare and livihood, promoting resilience and overall well-being. In FY 2025-26 the Company has impacted 1,28,853 number of beneficiaries through its CSR activity. 3. The Company continues to support inclusive growth by creating employment opportunities for artisans, embroidery workers, and other skilled jobbers.								
Governance, leadership and oversight										
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	In recent years, sustainability has transitioned from a peripheral consideration to a central business imperative. Rapidly evolving stakeholder expectations heightened regulatory focus, and global environmental and social challenges have made responsible business conduct essential to long-term value creation. At Vedant Fashions Limited (VFL), sustainability is not viewed as a standalone initiative, but as an integral part of our business strategy—shaping how we govern, operate, engage with stakeholders, and contribute to society. Strong governance remains the cornerstone of our sustainability journey. We have established a robust and well-structured corporate governance framework that ensures transparency, accountability, and ethical conduct at every level of the organisation. The Board of Directors provides active oversight of ESG matters, including the identification of material risks and opportunities, performance tracking, and strategic direction. VFL has instituted comprehensive policies, codes, and standard operating procedures covering environmental stewardship, social responsibility, ethical conduct, data privacy, risk management, and stakeholder engagement. These frameworks ensure that sustainability considerations are embedded into decision-making processes and operational execution, enabling resilient and responsible growth. Environmental responsibility is a key priority area for the Company. In FY 2025-26, Vedant Fashions Limited achieved a significant milestone by becoming carbon neutral, offsetting its Scope 1 and Scope 2 greenhouse gas emissions through the purchase of verified solar energy credits. Reinforcing the credibility and integrity of our climate actions.								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
		Waste management continues to be another area of focused action. In line with regulatory requirements, the Company has onboarded authorised plastic waste recyclers to manage plastic packaging waste in compliance with the Plastic Waste Management Rules and Extended Producer Responsibility (EPR) guidelines. During FY 2025–26, 109 metric tonnes of plastic waste were collected and recycled, reflecting our commitment to circularity and responsible material management. Our people are central to our success. Employee well-being, skill development, and professional growth remain key pillars of our social strategy. We continue to invest in training, learning, and capability-building programmes to help build a future-ready workforce while fostering a culture of safety, inclusion, and mutual respect. Through our Corporate Social Responsibility (CSR) initiatives, VFL seeks to create meaningful and lasting impact beyond our business boundaries. During FY 2025–26, 1,28,853 beneficiaries were reached across themes such as access to quality education, healthcare, and community well-being, contributing to broader socio-economic development. Given our asset-light operating model, we place strong emphasis on engagement with our jobbers and franchise partners. We extend regular training and awareness programmes covering safety, ethical labour practices, and compliance requirements. Additionally, we conduct an annual Safety Week to review fire safety preparedness and operational safety standards at franchisee stores, reinforcing a shared responsibility for workforce well-being across the value chain. Further, meaningful stakeholder engagement is also essential for sustainable value creation. We actively engage with customers, employees, suppliers, business partners, communities, and investors through structured platforms and ongoing dialogue. These interactions help us understand stakeholder expectations, strengthen trust, and inform our materiality assessment and ESG priorities. As we look to the future, Vedant Fashions Limited remains committed to strengthening its ESG performance while delivering enduring business value. We recognise that the sustainability journey is continuous, requiring adaptability, collaboration, and a long-term perspective. Guided by strong governance, environmental responsibility, social stewardship, and ethical conduct, we are confident in our ability to create shared value for all stakeholders while contributing positively to society and the environment. I would like to thank our employees, partners, customers, communities, and shareholders for their continued trust and support as we advance on this journey towards a more sustainable and resilient future.								
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Chairman and Managing Director								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
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 the Board level, the Chairman and Managing Director ("CMD") oversees the Company's Environmental, Social, and Governance ("ESG") agenda, providing strategic direction and periodically reviewing progress and performance. The CMD ensures integration of ESG considerations into the Company's decision-making processes. To support this oversight, a strategic ESG team comprising the Chief Financial Officer, Chief Revenue Officer, and Company Secretary has been constituted to develop the ESG implementation plan and monitor its execution. Additionally, a sustainability champion has been appointed at the operational level to drive ESG KPIs, implement initiatives, and facilitate cross-functional coordination								

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)								
Performance against above policies and follow up action	**P 1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**	**P 1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The CMD in consultation with Chief Financial Officer, Chief Revenue Officer and Company Secretary, 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.

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

17 PARTNERSHIPS FOR THE GOALS

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	NA	NA	NA	NA	NA
Settlement	NA	NA	NA	NA	NA
Compounding Fee	P9	Department of Legal Metrology, City Market-2 Subdivision, Bengaluru-560001	50,000	Inspection was conducted on 27.04.2019 at the store in Bangalore and notices issued for non-disclosure of month and year and the manufacturing and packaging.	No
Compounding Fee	P9	Department of Legal Metrology, Ghaziabad	50,000	Notice was received for not mentioning the size in standard unit / dimensional specification.	No
Compounding Fee	P9	Department of Legal Metrology, Azamgarh	50,000	Inspection was conducted at the store, and notice was issued for not mentioning the size , in product label of pocket square.	No
Compounding Fee	P9	Department of Legal Metrology, Gautam Buddha Nagar	50,000	Inspection was conducted at the store and notice was issued for not mentioning the size properly in product label of handkerchief.	No
Compounding Fee	P9	Department of Legal Metrology, Ballia	50,000	Inspection was conducted at the store and notice issued, for not mentioning the size on the product label of pocket square.	No

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)**
Compounding Fee	P9	Department of Legal Metrology, Agra Division	50,000	Inspection conducted at the store and notice issued, for not mentioning the date of manufacturing / date of packaging and not keeping surrounding space blank enough on the main display panel of the packaging of the product.	No
Compounding Fee	P9	Deputy Controller (Enforcement) Legal Metrology Department, Anantnag, Pulwama (J&K)	50,000	Inspection was conducted at one of the stores and the declaration of name and address of the manufacturer, and the customer care details were not visible on the package of the product as per the law , which caused the violation of Rule 9 of Legal Metrology Packaged Commodities Rules 2011.	No
Compounding Fee	P9	Senior Inspector of Legal Metrology (Weight & Measures) Department, Lahurabir, Varanasi	50,000	Inspection was conducted at one of the stores and the declaration regarding the size of the item / product was not provided on the label of the product as per the law, which caused violation of Rule 9 of Legal Metrology Packaged Commodities Rule 2011.	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. Vedant Fashions Limited's Code of Conduct comprehensively addresses matters relating to anti-corruption and anti-bribery. The Code serves as a guiding framework for ethical business conduct and outlines standards and controls to prevent corruption, bribery, and unethical practices across the Company's operations.

   Additionally, the Company has adopted a Business Responsibility and Sustainability Reporting (BRSR) Policy, which reinforces its commitment to transparency, integrity, and responsible business practices, including zero tolerance for corruption and bribery.

   The Code of Conduct is an internal document of Vedant Fashions Limited. The BRSR Policy has been approved by the Board of Directors and is available in the public domain at the following link: 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 2025-26 and FY 2024-25. On above grounds, no action was taken by any law enforcement agency.

	FY 2025-26	FY 2024-25
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 2025-26 and FY 2024-25.

	FY 2025-26		FY 2024-25	
	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 2025-26	FY 2024-25
Number of days of accounts payables	52	72

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 2025-26	FY 2024-25
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)	0.05	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 remains committed to promoting responsible business practices across its value chain through regular training and capacity-building initiatives for key partners, including jobbers and franchisee employees. These initiatives are designed to enhance awareness and ensure alignment with the Company's standards relating to occupational safety, labour practices, ethical conduct, and sustainability.

To ensure continued engagement, the Company organises annual platforms such as Franchisee Meet and Retail Employee Day, during which critical topics including fire safety, prevention of child labour, and compliance with the Prevention of Sexual Harassment (POSH) requirements are covered. In addition, targeted guidance and supervisory inputs are extended to jobbers to support compliance with applicable safety norms and ethical standards.

Further reinforcing its commitment to responsible conduct, Vedant Fashions Limited sensitises vendors and business associates annually through formal communication, outlining the nine principles of the National Guidelines on Responsible Business Conduct (NGRBC) along with the Company's expectations and commitments toward ethical, transparent, and sustainable business operations.

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.**

   Vedant Fashions Limited has established formal processes to identify, avoid, and manage conflicts of interest involving members of the Board. The Company has adopted a Code of Conduct for Directors and Senior Management, which provides clear guidance on ethical behaviour and the management of actual or potential conflicts of interest. In accordance with the Code, Directors and Senior Management Personnel are required to avoid any activities, business interests, or relationships that may conflict with or adversely impact the interests of the Company.

   Further, the Company has instituted a formal declaration mechanism to monitor potential conflicts of interest at the Board level. Directors are required to submit an annual disclosure at the beginning of each financial year, detailing their associations or interests in external entities. Any changes or additions to the disclosed information are required to be promptly communicated to the Board through a revised declaration. These measures help ensure transparency, objective decision-making, and effective governance oversight.

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 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
R&D	0	0	-
Capex	INR 123.05 million	INR 33.00 million	Capital expenditure (Capex) refers to investments made in IT systems, operational infrastructure, furniture, and similar assets that support the Company in enhancing its operational efficiency and nurturing a more conducive work environment for employees and workers.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   The apparel sector supply chain is largely unorganised and fragmented, and Vedant Fashions Limited works with a diverse network of suppliers for procuring raw materials, accessories, and finished goods. In line with its commitment to responsible supply chain development, the Company encourages procurement from environmentally and socially responsible suppliers. VFL also periodically reviews feasible sourcing options to ensure alignment with its sustainability objectives while meeting 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 undertaken meaningful steps to enhance waste management practices across all its operations by reviewing resources, technologies, and processes to reduce waste generation. In line with its Plastic Extended Producer Responsibility (Plastic-EPR) compliance obligations, VFL has engaged an authorized recycler to collect back and recycle post-consumer plastic packaging waste on its behalf. During FY 2025-26, the Company has targeted to collect and recycled 109 MT of plastic packaging waste through its authorized recycler.

In addition, the Company has put in place source segregation of waste at its corporate office, warehouse, and factory premises. Waste is systematically classified into three categories, namely biodegradable, non-biodegradable, and domestic hazardous waste, to enable source segregation and advance better waste management practices.

For e-waste, VFL has put in place a system to manage e-waste in accordance with the applicable regulation. The Company disposes 0.29 MT of e-waste through its authorized recyclers during 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 under the Plastic Waste Management Rules, 2016 (as amended). In line with the plastic EPR requirements, VFL has put in place a collection action plan and engaged an authorized recycler to collect, transport, and recycle 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 has not undertaken a life cycle assessment of its products to date. However, the processes involved in the production and disposal of VFL's products are such that no significant social or environmental concerns or risks are understood to arise from them.

The Company's operations are primarily centred around the manufacturing, trading, and sale of readymade garments, specifically Indian wedding and celebration wear for men, women, and kids. The Company's brands endeavour to source all products in a responsible and sustainable manner. Towards this end, the Company ensures that workers across its supply chain are treated with dignity and respect.

The enduring charm of Indian ethnic wear rests in its longevity, with garments often becoming treasured heirlooms passed down across generations. This attribute not only lends elegance to the attire but also converts them into prized keepsakes, extending their useful life well beyond that of casual clothing. As a result, the extended lifespan of VFL's products contributes meaningfully 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 2025-26			FY 2024-25		
	Reused	Recycled	Safely disposed	Reused	Recycled	Safely disposed
Plastic waste	0	109	0	0	55.000	0
e-waste	0	0	0.29	0	0	0.996

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.

1 NO POVERTY | 3 GOOD HEALTH AND WELL-BEING | 4 QUALITY EDUCATION | 5 GENDER EQUALITY | 8 DECENT WORK AND ECONOMIC GROWTH | 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE | 11 SUSTAINABLE CITIES AND COMMUNITIES | 16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Essential indicators

1. a. **Details of measures for the well-being of employees:**

Category	Total A	% of employees covered by									
		Health insurance*		Accident insurance*		Maternity benefits		Paternity benefits		Day care facilities	
		No. B	% (B/A)	No. C	% (C/A)	No. D	% (D/A)	No. E	% (E/A)	No. F	% (F/A)
Permanent employees											
Male	380	380	100%	380	100%	0	0%	380	100%	348	92%
Female	93	93	100%	93	100%	93	100%	0	0%	83	89%
Total	**473**	**473**	**100%**	**473**	**100%**	**93**	**20%**	**380**	**80%**	**431**	**91%**
Other than permanent employees											
Male	2	2	100%	2	100%	0	0%	0	0%	2	100%
Female	0	0	0	0	0	0	0%	0	0%	0	0
Total	2	2	100%	2	100%	0	0%	0	0%	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	% of workers covered by									
		Health insurance*		Accident insurance*		Maternity benefits		Paternity benefits		Day care facilities	
		No. B	% (B/A)	No. C	% (C/A)	No. D	% (D/A)	No. E	% (E/A)	No. F	% (F/A)
Permanent workers											
Male	202	202	100%	202	100%	0	0%	202	100%	202	100%
Female	9	9	100%	9	100%	9	100%	0	0%	9	100%
Total	**211**	**211**	**100%**	**211**	**100%**	**9**	**4%**	**202**	**96%**	**211**	**100%**
Other than permanent workers											
Male	435	435	100%	435	100%	0	0%	0	0%	435	49%
Female	72	72	100%	72	100%	72	100%	0	0%	72	11%
Total	**507**	**507**	**100%**	**507**	**100%**	**72**	**14%**	**0**	**0%**	**220**	**43%**

**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 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the company	0.19%	0.15%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2025-26			FY 2024-25		
	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	100%	100%	Y
Gratuity*	100%	100%	Y	100%	100%	Y
ESI*	100%	100%	Y	100%	100%	Y
Mediclaim	100%	100%	Y	100%	100%	Y

**For FY 2025-26, only the eligible employees and workers are considered for PF, ESI and Gratuity coverage.*

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, in accordance with the requirements of the Rights of Persons with Disabilities Act, 2016. However, VFL did not have any differently abled employees or workers on its rolls as on 31st March 2026.

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, Vedant Fashions Limited has implemented an Equal Employment Opportunity (EEO) Policy along with a Business Responsibility and Sustainability Reporting (BRSR) Policy, which collectively uphold the principles of equal opportunity and non-discrimination, in line with the requirements of the Rights of Persons with Disabilities Act, 2016.

These policies ensure that employment-related decisions—including recruitment, training, career progression, and workplace practices—are made 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 under applicable law.

While the Equal Employment Opportunity Policy is maintained as an internal document, the BRSR Policy, approved by the Board of Directors, is available in the public domain.

Link to the BRSR policy: ***https://vedantfashions.com/wp-content/uploads/2024/04/BUSINESS-RESPONSIBILITY-AND-SUSTAINABILITY-REPORTING-POLICY_Final.pdf***

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	81.25%	NA	NA
Female	100%	50%	100%	100%
Total	**100%**	**77.78%**	**NA**	**NA**

NA: Not Any

Note - In FY 2025–26, no male permanent workers are due to return from paternity leave. Furthermore, no male permanent workers took paternity leave during FY 2024–25. In FY 2025-26, no female permanent workers are due to return from maternity leave.

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	

Vedant Fashions Limited has established a well-structured grievance redressal mechanism to ensure that concerns raised by employees and workers are addressed in a timely, fair, and transparent manner. The mechanism plays an important role in fostering a safe, inclusive, and positive work environment, where employees are encouraged to voice their concerns without fear of retaliation.

The Company actively strengthens employee engagement through "Bindas Bol", a dedicated and ongoing initiative that enables employees and workers to raise grievances, share suggestions for workplace improvement, and acknowledge professional milestones. Over time, this initiative has evolved into an effective platform for open communication, employee participation, and collaborative problem-solving.

To facilitate the reporting of concerns, grievance boxes are placed at all operational locations, allowing employees to submit grievances anonymously, if required. The Lead – Talent Management and Corporate HRBP acts as the first point of contact for addressing grievances. Matters that remain unresolved at the initial level are escalated to the Human Resources team for further review and resolution. All grievances are formally recorded and handled with strict confidentiality to maintain trust, objectivity, and integrity in the grievance redressal process.

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 2025-26					FY 2024-25				
	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	382	382	100%	87	23%	376	376	100%	109	29%
Female	93	93	100%	23	25%	97	97	100%	14	14%
Total	**475**	**475**	**100%**	**110**	**23%**	**473**	**473**	**100%**	**123**	**26%**
Workers										
Male	637	637	100%	0	0%	560	560	100%	0	0%
Female	81	81	100%	0	0%	65	65	100%	0	0%
Total	**718**	**718**	**100%**	**0**	**0%**	**625**	**625**	**100%**	**0**	**0%**

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	380	340	89%	374	365	98%
Female	93	74	80%	97	95	98%
Total	**473**	**414**	**88%**	**471**	**460**	**98%**
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.*

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, Vedant Fashions Limited regards safety as a core organisational value and accords the highest priority to maintaining a safe and healthy work environment for all employees and workers. The Company's commitment to occupational health and safety is set out in its Business Responsibility and Sustainability Report (BRSR) Policy, with the Human Resources team retaining oversight of all health and safety related matters. This includes the periodic circulation of internal communications and alerts to build awareness and drive adherence to safety protocols.

VFL continues to run routine training programmes and awareness sessions on occupational health and safety, encompassing areas such as basic and advanced fire safety, evacuation drills, and emergency preparedness. These programmes are intended to strengthen awareness and ensure that employees and workers are equipped to respond effectively during emergencies.

In addition, a comprehensive Environment, Health, and Safety (EHS) programme has been put in place with particular focus on proactive safety measures and employee engagement. As part of this programme, activities are being progressively rolled out across the Company. Key elements include a visitor induction module and the deployment of EHS awareness materials such as posters and signage, intended to embed a culture of safety for both employees and external stakeholders.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Vedant Fashions Limited follows a systematic and proactive approach to identifying work-related hazards and assessing risks across routine and non-routine activities. The Company has implemented a well-defined Enterprise Risk Management (ERM) framework to identify, evaluate, and mitigate risks that may impact operations, employee safety, and business continuity. The framework defines the Company's risk appetite, prescribes structured risk-management processes, and assigns clear ownership with defined roles and responsibilities.

To strengthen workplace safety oversight, VFL has appointed a dedicated Safety Officer responsible for proactively identifying occupational hazards, monitoring health and safety compliance, and maintaining records of safety-related incidents. This role supports continuous risk identification and promotes a preventive safety culture across operations.

In addition, the Company conducts internal assessment at its factory premises, warehouses, and jobber sites to identify workplace hazards and assess compliance with internal policies and applicable regulations, with a particular focus on health, safety, and labour practices. These audits help identify gaps, enable corrective actions, and ensure consistent implementation of operational safety protocols.

Further, VFL has implemented an upgraded incident reporting system that enables structured reporting, classification, and analysis of safety-related incidents, including Fatal or Serious Injuries, Lost Time Injuries (LTI), Major and Minor First-Aid cases, and Near Misses. This system enhances visibility of safety risks and supports timely preventive and corrective measures across operations.

In line with this approach, VFL continues to roll out an enhanced incident reporting platform in place of the earlier Incident Management System, permitting more structured reporting and classification of safety-related incidents such as Fatal/Serious Injury, Lost Time Injury (LTI), Major First Aid, Minor First Aid, and Near Misses.

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 a system in place enabling 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 offers health insurance and term life insurance cover to its employees and has tied up with a third-party agency to make available diagnostic services for employees and their dependents at preferential rates.

11. Details of safety related incidents, in the following format

Safety Incident/Number	Category	FY 2025-26	FY 2024-25
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.

VFL accords significant importance to safeguarding the health and safety of its employees and workers. The Company's HR policy supports work-life balance and incorporates mechanisms to regularly evaluate the effectiveness of health and safety systems, ensuring compliance with applicable laws, regulations, and standards.

To further its health and safety commitments, VFL conducts periodic evacuation drills across its factory, warehouse, and corporate office locations to gauge emergency preparedness and employee response. The Company also runs training and awareness programmes on health and safety for employees and workers at its operational sites, aimed at building awareness and capability in sustaining a secure work environment.

As part of its safety infrastructure, VFL has equipped its premises with fire extinguishers and Implementation of in-rack water sprinklers has been done as an upgrade to the existing system. In addition, the Company observes a dedicated fire safety week for its franchisees, which comprises store evaluations against specific safety criteria and fire safety training for franchisee staff. These initiatives reflect VFL's forward-looking approach to cultivating a safe and healthy workplace culture across its operations.

To further strengthen worker involvement, VFL has set up Safety Committee Meetings, which are being progressively extended to additional sites. This initiative promotes active consultation and participation of workers in identifying and addressing health and safety concerns. Furthermore, a dedicated EHS Fire Safety programme has been rolled out, reinforcing the Company's commitment to structured fire risk management and prevention.

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 2025-26 and FY 2024-25.

	FY 2025-26			FY 2024-25		
	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 Health and safety	The Company carries out internal evaluations of its offices, warehouses, and factories to assess fire safety measures and overall working conditions. However, these assessments have not yet been conducted by statutory authorities or independent third parties.

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 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
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?**

Yes, the Company extends to eligible employees approaching retirement the option, on a case-by-case basis, to continue in service for an additional year, subject to performance, business requirements, and mutual agreement.

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 visits to its franchisee stores to check fire-safety preparedness and hygiene standards, ensuring compliance with safety and operational norms.
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.**

Not any

Principle 4

Businesses should respect the interests of and be responsive to all its stakeholders.

1 NO POVERTY
5 GENDER EQUALITY
9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
11 SUSTAINABLE CITIES AND COMMUNITIES
16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Essential indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

Vedant Fashions Limited has adopted a structured approach to stakeholder identification in line with its BRSR Policy, which emphasises meaningful and purposeful engagement. Key stakeholder groups are identified based on their influence on the Company's business operations and the potential impact of the Company's activities on them.

The Company engages with identified stakeholders through a systematic and collaborative process to gather insights on relevant Environmental, Social, and Governance (ESG) matters. This engagement facilitates open dialogue, helps address stakeholder concerns in a timely manner, and supports effective management of the Company's direct and indirect impacts. The outcomes of stakeholder engagement also serve as key inputs for the Company's materiality assessment process and contribute to strengthening long-term stakeholder relationships.

2. **List 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 and sensitization on health and safety and other NGRBC principles
Customers and franchisee stores	No	Customers: Advertisements on print and electronic media, mail, voice call, webchat, contact form, social media Franchisee stores: Phone, Email, WhatsApp, Internal Portal	Conducted on need basis	Spreading brand awareness
Suppliers 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 environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   Vedant Fashions Limited regards stakeholder insights as fundamental to its sustainable growth strategy. The Company's Chairman and Managing Director (CMD) holds regular interactions with key stakeholders to exchange viewpoints on developing ESG (Environmental, Social, and Governance) trends and their bearing on business operations. Under the CMD's stewardship, the Board plays a central role in steering the Company's sustainability and CSR initiatives, thereby ensuring strategic oversight and direction. Furthermore, VFL undertakes periodic stakeholder engagement exercises to address a broad range of concerns spanning economic, social, and environmental dimensions.

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 considered a key enabler in meeting the Company's sustainability goals. The management maintains ongoing engagement with both internal and external stakeholders to pinpoint critical Environmental, Social, and Governance (ESG) topics that materially affect the Company's operations. To manage these issues effectively, VFL has put in place a broad suite 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 orients its Corporate Social Responsibility (CSR) programmes towards serving underprivileged, vulnerable, and marginalized segments of society. The Company's CSR initiatives are geared towards promoting inclusive community development while generating meaningful social, environmental, and economic outcomes.

   In furtherance of inclusive growth, the Company actively encourages the sourcing of raw materials from Micro, Small, and Medium Enterprises (MSME) suppliers. In FY 2025-26, 48% of material/products were sourced from MSMEs, reaffirming VFL's sustained commitment to supporting and empowering local enterprises.

   In addition, VFL extends employment opportunities to local artisans and embroidery workers across the country, contributing to sustainable livelihoods and advancing 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 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	473	473	100%	471	471	100%
Other than permanent	2	2	100%	2	2	100%
Total employees	**475**	**475**	**100%**	**473**	**473**	**100%**
Workers						
Permanent	211	211	100%	299	299	100%
Other than permanent	507	507	100%	326	326	100%
Total workers	**718**	**718**	**100%**	**625**	**625**	**100%**

* *All the new hires 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 2025-26					FY 2024-25				
	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	473	0	0%	473	100%	471	0	0%	471	100%
Male	380	0	0%	380	100%	374	0	0%	374	100%
Female	93	0	0%	93	100%	97	0	0%	97	100%
Other than permanent	2	0	0%	2	100%	2	0	0%	2	100%
Male	2	0	0%	2	100%	2	0	0%	2	100%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Workers										
Permanent	211	0	0%	211	100%	312	0	0%	312	100%
Male	202	0	0%	202	100%	285	0	0%	285	100%
Female	9	0	0%	9	100%	27	0	0%	27	100%
Other than permanent	507	0	0%	507	100%	279	0	0%	279	100%
Male	435	0	0%	435	100%	245	0	0%	245	100%
Female	72	0	0%	72	100%	34	0	0%	34	100%

3. a. **Details of remuneration/salary/wages, in the following format:**

	Male		Female	
	Number	Median remuneration / salary/ wages of respective category	Number	Median remuneration / salary/ wages of respective category
Board of Directors*	3	INR 3.0 million	1	INR 3.0 million
Key managerial personnel**	3	INR 10.02 million	1	INR 22.8 million
Employees other than BoD and KMP	377	INR 0.52 million	92	INR 0.55 million
Workers	202	INR 0.25 million	9	INR 0.25 million

**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 2025-26	FY 2024-25
Gross wages paid to females as % of total wage	15.91%	17.45%

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 constituted Internal Complaints Committees (ICCs) across all operational units, comprising the corporate office and a warehouse to address human rights concerns including instances of sexual harassment.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Vedant Fashions Limited recognises the importance of upholding human rights and has embedded relevant provisions within its BRSR Policy and Prevention of Sexual Harassment (POSH) Policy. To address human-rights-related concerns, including cases of sexual harassment at the workplace, the Company has constituted an Internal Complaints Committee (ICC) in accordance with applicable legal requirements.

Employees and workers who experience or witness any human rights–related issues are encouraged to report such incidents promptly to the ICC. Complaints are examined in a fair, confidential, and time-bound manner. Based on the facts of the case and the severity of the issue, the ICC may recommend appropriate corrective and disciplinary actions, which may include issuing warnings or apologies, providing counselling, initiating disciplinary proceedings, or implementing other remedial measures, as deemed necessary.

These mechanisms are designed to ensure timely resolution of grievances, protect affected individuals from retaliation, and promote a safe, respectful, and inclusive work environment across the Company's operations.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2025-26			FY 2024-25		
	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	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 2025-26	FY 2024-25
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.**

Vedant Fashions Limited is committed to fostering a safe, inclusive, and respectful workplace and has established strong safeguards to prevent adverse consequences to complainants in cases of discrimination and harassment. The Company has adopted BRSR and Equal Employment Opportunity (EEO) Policies, which clearly prohibit discrimination or harassment on the grounds 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 under applicable laws.

To ensure protection of complainants, the Company has implemented a robust grievance redressal mechanism that enables confidential reporting and fair, impartial investigation of complaints. All grievances are handled with strict confidentiality, and retaliation against complainants or witnesses is expressly discouraged. Appropriate corrective and preventive actions are taken based on the findings, in line with Company policies and applicable regulations.

Additionally, the Company conducts regular internal awareness and sensitisation sessions to educate employees on non-discrimination, respectful conduct, and grievance-handling processes. These measures collectively help maintain employee confidence, prevent victimisation, and reinforce a workplace culture rooted in dignity, equity, and mutual respect.

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 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	
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 2025-26	FY 2024-25
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
From non-renewable sources		
Total electricity consumption (D)*	4303.98 GJ	4487.82 GJ
Total fuel consumption (E)	46.48 GJ	85.75 GJ
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	4350.46 GJ	4573.57 GJ
Total energy consumed (A+B+C+D+E+F)	4350.46 GJ	4573.57 GJ
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.30 GJ/INR million	0.33 GJ/INR million
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP**	6.164 GJ/INR million	6.815 GJ/INR million
Energy intensity in terms of physical output***	0.002GJ/sq. ft.	0.003 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.*

***PPP rate considered IN FY 2025-26: 20.34 (Source: IMF)*

****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 – Yes, BRSR Core indicators obtained Reasonable Assurance by Tirkha Consultants & Advisors LLP

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 water usage is limited mainly to human consumption. With core manufacturing largely outsourced, only stitching, cutting, and finishing operations are carried out at the factory, till it was operational while the warehouse handles storage and dispatch. Therefore, water usage across Vedant Fashions Limited's factory, warehouse, corporate office, and retail stores pertains solely to domestic needs.

Water is procured through the purchase of bottled drinking water and municipal supply. The Company maintains strict measures to minimise waste, ensuring responsible and efficient consumption of this essential natural resource.

The volume of drinking water consumed, measured in litres purchased, for the current and previous financial years, is presented below: (Shreyasi Bhattacharjee)

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
Surface water	0	0
Ground water*	4808.08	0
Third party water	517.95	581.80
Seawater / desalinated water	0	0
Total volume of water withdrawal (in kilolitres)**	5326.03	581.80
Total volume of water consumption (in kilolitres)**	1065.21	581.80
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.07 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***	1.509 Kilolitres/INR Millions	0.867 Kilolitres/INR Millions
Water intensity in terms of physical output****	0.0006 Kilolitres/ sq. ft	0.0003 Kilolitres/ sq. ft

**Note:* The Company's corporate office and warehouse are located in shared premises; therefore, water withdrawal and consumption attributable solely to Vedant Fashions Limited cannot be measured precisely. Drinking water consumption at both the location is based on third-party water bills, while washroom water usage is estimated for FY 2025-26 in accordance with CGWB guidelines.*

*** For FY 2024-25, the Company did not disclose estimated water withdrawal and consumption, as the data was limited to drinking water bills received from a third-party service provider. In FY 2025-26, the Company strengthened its water accounting approach by estimating domestic water consumption beyond drinking water, in accordance with Central Ground Water Board (CGWB) guidelines.*

****PPP rate considered IN FY 2025-26: 20.34 (Source: IMF)*

*****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 – Yes, BRSR Core indicators obtained Reasonable Assurance by Tirkha Consultants & Advisors LLP

4. **Provide the following details related to water discharged:**

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0	Not accounted
- No treatment	0	
- With treatment – please specify level of treatment	0	
(ii) To Groundwater	0	
- No treatment	0	
- With treatment – please specify level of treatment	0	
(iii) To Seawater	0	
- No treatment	0	
- With treatment – please specify level of treatment	0	
(iv) Sent to third parties	0	
- No treatment	0	
- With treatment – please specify level of treatment	0	
(v) Others*		
- No treatment	4260.82	
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	**4260.82**	

**Note: The Company's corporate office and warehouse are located in shared premises; therefore, it is not feasible to directly monitor water discharge attributable solely to Vedant Fashions Limited. Accordingly, water discharge has been calculated in line with GRI guidance as the difference between total water withdrawal and water consumption.*

If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency – Yes, BRSR Core indicators obtained Reasonable Assurance by Tirkha Consultants & Advisors LLP

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 2025-26	FY 2024-25
Total scope 1 emission*	Metric tonnes of CO2 equivalent	3.23	7.58
Total scope 2 emission**	Metric tonnes of CO2 equivalent	848.84	906.29
Total scope 1 & 2 emission	Metric tonnes of CO2 equivalent	852.07	913.87
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	0.07 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) ***		1.207 tCO2e/INR million	1.362 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*

**** PPP rate considered IN FY 2025-26: 20.34 (Source: IMF)*

*****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 – Yes, BRSR Core indicators obtained Reasonable Assurance by Tirkha Consultants & Advisors LLP

8. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

The Company remains committed to reducing greenhouse gas (GHG) emissions across its operations. Energy-efficient lighting and air conditioning systems have been installed at its facilities which help us in sustaining carbon neutral operations since FY 24-25.

Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total waste generated (MT)		
Plastic waste	63.558	100.766
E-waste	0.29	0.996
Bio-medical waste	0	0
C&D waste	0	0
Battery waste	0	0
Radioactive waste	0	0
Other hazardous waste. Please specify if any	0	0
Other Non-hazardous waste generated (H). Please specify, if any.	Wet waste: 1.99	Cardboard: 2.244 Textile: 2.396
Total waste generated	65.838	106.402
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.006 MT/INR Millions	0.008 MT/INR Millions
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) *	0.93 MT/INR Millions	0.158 MT/INR Millions
Waste intensity in terms of physical output**	0.000037 MT/ Sq. ft	0.000059 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		
Recycled***	63.558	55.651
Reused	0	0
Other recovery option	0	0
Total	**63.558**	**55.651**
For each category of waste generated, total waste disposed by nature of disposal method (in MT)		
Category of waste		
Incineration	0	0
Landfilling	0	0
Other disposal options	E-waste: 0.29 Wet waste: 1.99	E-waste: 0.996 Cardboard: 2.244 Textile: 2.396
Total	**2.28**	**5.636**

** PPP rate considered IN FY 2025-26: 20.34 (Source: IMF)*

***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 – Yes, BRSR Core indicators obtained Reasonable Assurance by Tirkha Consultants & Advisors LLP

9. **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.**

Vedant Fashions Limited has adopted comprehensive waste-management practices across its establishments, guided by the 3R principles—Reduce, Reuse, and Recycle. The Company's operations primarily generate non-hazardous waste, including cardboard, plastic packaging, fabric cuttings, and electronic waste (e-waste).

To ensure responsible disposal, e-waste generated at the Company's premises is collected and disposed of through authorised vendors in compliance with applicable regulations. Plastic waste is managed through authorised recyclers in accordance with the Plastic Waste Management Rules, 2016 (as amended) and Extended Producer Responsibility (EPR) guidelines. As part of its EPR obligations, the Company submits an annual compliance report to the Central Pollution Control Board (CPCB).

Other non-hazardous waste streams are channelled to recyclers and local traders for environmentally responsible disposal. The Company's asset-light business model and operational processes do not involve the use or generation of hazardous or toxic chemical waste. Consequently, the Company's strategy focuses on eliminating hazardous waste at source by avoiding chemical-intensive processes altogether.

To further minimise waste generation and resource consumption, the Company has implemented the following initiatives:

- Adoption of digital invoicing to reduce paper usage
- Replacement of plastic carry bags with paper alternatives at retail outlets
- Implementation of electronic signing (e-signing) for agreements and contracts to limit physical documentation
- Three-way segregation of waste at corporate office and warehouse

Through these measures, Vedant Fashions Limited continues to strengthen its waste-management practices while maintaining responsible, compliant, and environmentally conscious operations.

10. **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

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Not applicable

12. **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 based in water-stressed areas; accordingly, this disclosure is not applicable to the Company.

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

The Company is presently not computing 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 does not apply to the Company, as it does not operate in or maintain offices within or near ecologically sensitive areas. Therefore, there are no significant direct or indirect impacts by the Company on biodiversity in any 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)	The Warehouse Management System (WMS) has been implemented to manage and optimise warehouse operations, including inventory control, inward and outward movements, order fulfilment, and dispatch processes.	The system improves inventory accuracy, strengthens operational efficiency, and enables timely and accurate delivery of goods.
2	Digital invoicing system	The Company has implemented a digital invoicing system at store level, wherein customers are issued digital invoices in place of paper invoices. The Company also plans to extend digital invoicing across suppliers and jobbers.	Digital invoicing has reduced paper consumption and contributed to a decrease in paper waste generation.
3	E-signing initiatives	The Company has adopted electronic signing for the execution of agreements and documents, replacing manual, paper-based processes.	E-signing has helped reduce paper usage, minimise paper waste, and improve efficiency by reducing the time required for document execution.
4	Elimination of plastic bags	Plastic carry bags have been replaced with paper bags across retail stores.	This initiative has reduced the generation of plastic packaging waste and supported environmentally responsible retail practices.

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

The Company's Risk Management Committee undertakes a comprehensive analysis of emerging risks to identify potential threats to business operations. Based on this assessment, the committee develops a robust business continuity plan aimed at ensuring the Company can maintain operations during unforeseen disruptions or crisis.

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 significant adverse environmental impact has been identified arising from the Company's value chain.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

The Company does not currently conduct any such assessments.

8. **How many Green Credits have been generated or procured:**

a) By the listed entity: 950 Verified Carbon Units (VCUs)

b) By the top ten (in terms of value of purchases and sales, respectively) value chain partners: Not Applicable

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.

   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.

Sr. 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	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:**

   Vedant Fashions Limited's BRSR Policy, approved by the Board of Directors, includes a dedicated section on Responsible Advocacy. This framework outlines the Company's approach to engaging with Government and regulatory authorities on policy matters relevant to the apparel and retail sector. The policy ensures that any advocacy or representation is conducted in a transparent, ethical, and responsible manner, aligned with applicable laws and the Company's commitment to sustainable and responsible business practices.

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.**

   Vedant Fashions Limited, through its CSR initiatives, seeks to support underprivileged communities in a structured and meaningful manner, with a focus on improving quality of life. The Company has established processes and procedures to receive, assess, and address grievances raised by community stakeholders in relation to its CSR programmes and activities.

   The VFL CSR team, in collaboration with its NGO implementation partners, maintains regular engagement with community members to understand concerns and ensure timely resolution. Additionally, the Company has set up a dedicated grievance-redressal channel through which stakeholders, including community members, can directly submit their grievances. All concerns received through these mechanisms are reviewed and addressed in a fair and transparent manner to ensure effective grievance resolution and sustained community trust.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	48%	47%
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 2025-26	FY 2024-25
Rural	0	0
Semi-urban	0	0
Urban	0.77%	23%
Metropolitan	99.23%	77%

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. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about (in the current financial year), based on traditional knowledge.**

   The Company has registered numbers of intellectual properties (IPs) in FY 2025-26. 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:**

Sr. No	CSR projects	Nos. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	Parivaar Education Society	590	100%
2	International Foundation for Research and Education or IFRE (Sponsoring body of Ashoka University)	50	100%
3	Sunbird Trust	2,912	100%
4	Kalinga Institute of Social Sciences	334	100%
5	Friends of Tribal Society	4,602	100%
6	Yugrishi Shriram Sharma Acharya Charitable Trust (owner of Akhand Jyoti Eye Hospital	1,00,250	100%
7	Navjyoti India Foundation	19,518	100%
8	Help Us Help Them	100	100%
9	Trust for Retailers and Retail Associates of India (TRRAIN)	250	100%
10	Narayana Hrudalaya Ltd - Rabindranath Tagore Institute of Cardiac Sciences (RTIICS)	137	100%
11	Eastern India Healthcare Foundation (Medica Hospital)	24	100%
12	Narayana Super speciality Hospital (unit of Meridian Medical Research & Hospital Ltd)	86	100%

Principle 9 Businesses should engage with and provide value to their consumers in a responsible manner.

2 ZERO HUNGER | 4 QUALITY EDUCATION | 12 RESPONSIBLE CONSUMPTION AND PRODUCTION | 14 LIFE BELOW WATER | 15 LIFE ON LAND

Essential indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Vedant Fashions Limited recognises the importance of proactive consumer engagement and has embedded relevant guidelines on consumer relations within its BRSR Policy. The Company has established a robust and accessible consumer feedback and grievance-redressal mechanism to ensure timely and effective resolution of consumer concerns.

   Consumers can submit their queries, complaints, or feedback through multiple communication channels, including email, voice calls (cellular, landline, and toll-free numbers), webchat, online contact forms, and social media platforms. Dedicated consumer service representatives are assigned to receive, track, and address complaints in a structured and responsive manner, ensuring accountability and follow-up.

   In addition, the Company has introduced e-bills embedded with a feedback link, enabling consumers to conveniently share their experiences and suggestions. Feedback received through these channels is reviewed on a regular basis to improve service quality, strengthen customer satisfaction, and enhance overall consumer experience.

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 2025-26			FY 2024-25		
	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	0	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	4388	0	NA	6350	0	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.

Vedant Fashions Limited has established an internal IT Policy and Standard Operating Procedures (SOPs) governing the management of its IT systems. These documents outline the Company's approach to cybersecurity, data protection, access controls, and management of risks related to information security and data privacy.

In addition, the Company's BRSR Policy includes specific provisions relating to the protection of customer data and privacy, reinforcing its commitment to responsible data management and secure handling of sensitive information. The IT controls and policy framework are designed to safeguard digital assets, ensure business continuity, and maintain stakeholder trust.

The IT Policy is an internal document of the Company, while the BRSR Policy, approved by the Board of Directors, is available in the public domain.

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 reported during the year; therefore, no corrective actions were required.

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 breaches – 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/***

   Diwas: ***https://diwas.manyavar.com/***

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Vedant Fashions Limited ensures that all its business operations fully comply with applicable regulatory requirements and voluntary codes relating to product communications. The Company's product communication practices are designed to enable informed purchasing decisions while promoting the safe and responsible use of its products.

   To support responsible product usage, each product sold by the Company carries a product tag containing clear care and usage instructions, including guidance on handling, washing, and maintenance. These measures help educate consumers on proper product care, extend product life, and enhance overall customer satisfaction. Through transparent communication and compliance-driven practices, the Company continues to promote consumer awareness and responsible consumption.

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 fall within the scope of 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 carry comprehensive information regarding product size, MRP and other specifications.

   Yes, Vedant Fashions Limited undertakes customer feedback from time to time.

Independent Reasonable Assurance Statement to Vedant Fashions Limited on the Business Responsibility and Sustainability Report (BRSR) for Financial Year FY 2025-26

The Board of Directors and Management
Vedant Fashions Limited
19, Canal South Road,
Paridhan Garment Park,
SDF-I, 4th Floor, A501-502,
Kolkata – 700015, WB

Introduction

Tirkha Consultants & Advisors LLP ("Tirkha") was engaged by Vedant Fashions Limited ("VFL or Company") for the purpose of providing independent reasonable assurance engagement on the BRSR Core disclosures included in the Company's Business Responsibility and Sustainability Report (hereafter referred to as 'BRSR') for the Financial Year ('FY') 2025-26. The disclosures include Core Indicators as per Annexure I of SEBI Circular No. SEBI/HO/CFD/CFD-SEC 2/P/CIR/2023/122 dated July 12, 2023 ('SEBI Circular') and rest non-financial disclosures in BRSR (Annexure II of SEBI Circular).

Respective Responsibilities

The Report content and its presentation are the sole responsibilities of the management of the Company. The Company management is also responsible for the design, implementation, and maintenance of internal controls relevant to the preparation of the Report, so that it is free from material misstatement.

Tirkha's responsibility, as agreed with the management of the Company, is to provide assurance on the Report content as described in the 'Assurance scope and Assurance procedures' section below. We do not accept or assume any responsibility for any other purpose or to any other person or organisation. Any reliance a third party may place on the Report is entirely at its own risk.

Assurance Scope

The scope of assurance covers VFL's BRSR Core Indicators (KPIs) within the BRSR for the period April 1, 2025, to March 31, 2026. The reporting scope and boundaries include Company's Manufacturing Site in Kolkata, India along with Head Office in Kolkata.

The warehouse sites are located at the below locations:

- Kolkata, West Bengal

The physical review and on-site verification of data and information along with control systems was carried out at the following sites:

- Kolkata, West Bengal
- Corporate Office, Kolkata

Assurance Standards

Tirkha conducted the assurance in accordance with

Reasonable Assurance requirements of International Federation of Accountants' (IFAC) 'International Standard on Assurance Engagement (ISAE) 3000 (revised) – Assurance Engagements Other than Audits or Reviews of Historical Financial Information'.

- Under this standard, we have reviewed the information presented in the Report against the characteristics of relevance, completeness, reliability, neutrality, and understandability.
- Reasonable assurance consists of obtaining sufficient appropriate evidence to support the conclusion that the information presented in the report is fairly stated and is free from material misstatements.

This also involves assessing the risks of material misstatements of the elements of the information that are within the scope, whether due to fraud or error.

Level of Assurance

Reasonable Level of assurance for BRSR 9 Core Indicators (Ref: Annexure I of SEBI circular).

Assurance procedures

As part of the assurance process, a multi-disciplinary team of assurance specialists performed assurance work for selected sites of VFL. We carried out the following activities:

- Reviewed the disclosures under BRSR Core, encompassing the framework for assurance consisting of a set of Key Performance Indicators (KPIs) under 9 ESG attributes.
- Evaluation of the design and implementation of key systems, processes, and controls for collecting, managing and reporting the BRSR Core indicators.
- Assessment of operational control and reporting boundaries.
- Seek extensive evidence across all relevant areas, ensuring a detailed examination of BRSR Core indicators. Our team engaged directly with internal

stakeholders/ data owners to gather insights and validating evidence for each disclosed indicator.

- Interviews with selected personnel responsible for management of disclosures and review of selected evidence to support environmental KPIs and metrics disclosed in the Report.
- Tirkha's audit team conducted on-site audits for data testing and also, to assess the uniformity in reporting processes and also, quality checks at different locations of the Company.
- Conduct a comprehensive examination of key material aspects within the BRSR Core framework supporting adherence to the assurance based on applicable principles plus specified data and information.
- Tirkha team conducted the:
  - verification of the consolidated reported performance disclosures in context to the Principle of Completeness as per ISAE 3000 (revised) standards for reasonable level verification for the disclosures.

Limitations

The assurance scope excludes following:

- Data related to Company's financial performance. Our opinion on specific BRSR Core indicators (ref- for total revenue from operations; Principle 3, Question 1(c) of Essential Indicators for Spending on measures towards well-being of employees and workers - cost incurred as a % of total revenue of the company; Principle 8, Question 4 of Essential Indicators, Principle 1, Question 8 of Essential Indicators and Principle 1, Question 9 of Essential Indicators) relies on the third party audited financial reports of the Company. Tirkha does not take any responsibility of the financial data reported in the audited financial reports of the Company.
- Data and information outside the defined Reporting Period i.e. 1st April 2025 to 31st March 2026
- Data outside the operations mentioned in the Assurance Boundary above unless and otherwise specifically mentioned in this statement.
- The Company's statements that describe expression of opinion, belief, aspiration, expectation, aim to future intention provided by the Company and assertions related to Intellectual Property Rights and other competitive issues.
- Strategy and other related linkages expressed in the Report.
- Mapping of the Report with reporting frameworks other than those mentioned in reporting criteria above.
- The assurance engagement does not include a review of legal compliances. Compliance with legal requirements is not within the scope of this assurance, and the Company is responsible for ensuring adherence to relevant laws.
- The assurance engagement is based on the assumption that the data and information provided by the Company are complete, sufficient and authentic.

Reasonable level of Assurance Opinion - BRSR 9 Core Attributes

The nature, timing, and extent of the procedures selected depended on our judgement, including an assessment of the risks of material misstatement of the information subject to reasonable assurance. We identified and assessed the risks of material misstatement through understanding the information subject to reasonable assurance and the engagement circumstances.

We also obtained an understanding of the internal control relevant to the information subject to reasonable assurance in order to design procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of internal controls.

Based on our review and procedures followed for reasonable level of assurance, Tirkha is of the opinion that, in all material aspects, indicators under the BRSR 9 Core attributes as listed below for FY 2025-26 are reported in accordance with reporting requirements outlined in BRSR Core (Annexure I of SEBI Circular dated 12 July 2023).

S. No.	BRSR Core Attribute	BRSR Core Indicator
1.	Greenhouse gas (GHG) Footprint	▪ Total Scope 1 emissions ▪ Total Scope 2 emissions ▪ GHG Emission Intensity (Scope 1+2)
2.	Water Footprint	▪ Total water consumption ▪ Water consumption intensity ▪ Water Discharge by destination and levels of Treatment

S. No.	BRSR Core Attribute	BRSR Core Indicator
3.	Energy Footprint	▪ Total energy consumed ▪ % of energy consumed from renewable sources ▪ Energy intensity
4.	Embracing Circularity	▪ Plastic waste ▪ E-waste ▪ Other hazardous waste ▪ Other non-hazardous waste ▪ Total waste generated ▪ Waste intensity ▪ Total waste recovered through recycling, re-using or other recovery operations ▪ Total waste disposed by nature of disposal method
5.	Employee Well-being and Safety	▪ Spending on measures towards well-being of employees as a % of total revenue of the Company ▪ Details of safety related incidents for employees
6.	Enabling Gender Diversity in Business	▪ Gross wages paid to females as % of wages paid ▪ Complaints on POSH
7.	Enabling Inclusive Development	▪ Input material sourced from MSMEs/ small producers as % of total purchases ▪ Wages paid to persons employed in smaller towns as % of total wage cost
8.	Fairness in Engaging with Customers and Suppliers	▪ Instances involving loss/breach of data of customers as a percentage of total data breaches or cyber security events ▪ Number of days of accounts payable
9.	Open-ness of Business	▪ Concentration of purchases & sales done with trading houses, dealers, and related parties ▪ Loans and advances & investments with related parties

Independence

Assurance procedures were conducted with team including specialists in ISAE 3000 (revised) assurance engagements. Our work was performed in compliance with the requirements of IFAC Code of Ethics for Professional Accountants, which requires, among other requirements, that the members of the assurance team (practitioners) be independent of the assurance client, in relation to the scope of this engagement.

For **Tirkha Consultants & Advisors LLP**

CA Hemant Kumar Gupta
COO & Authorized Signatory
Tirkha Consultants & Advisors LLP
CA Registration Number: 412295
May 8, 2026

Kalyan Dey
Lead Verifier
Tirkha Consultants & Advisors LLP
May 8, 2026

Financial Section

Independent Auditor's Report

To
The Members of
Vedant Fashions Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Vedant Fashions Limited (the "Company") which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the 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 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 2026, and its profit and other comprehensive loss, 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 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 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 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 financial statements of the current period. These matters were addressed in the context of our audit of the 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 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 financial statements

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, comparable market multiples 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 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 reports thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors Responsibilities for the 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 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 financial statements, including the disclosures, and whether the 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 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 matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid 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 various dates taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 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) of the Act 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 2026 on its financial position in its financial statements - Refer Note 43 to the 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 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 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 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 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. The feature of recording audit trail (edit log) facility for the accounting software has operated throughout the year. In relation to the database, while the audit logs are enabled, however the logs do not capture what change is made. For the period where audit trail (edit log) facility was enabled and operated we did not come across any instance of the audit trail feature being tampered with. Additionally, where audit trail (edit log) facility was enabled and operated in previous years, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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:26060715WXITOA3371

Place: Kolkata
Date: 08 May 2026

Annexure A to the Independent Auditor's Report on the Financial Statements of Vedant Fashions Limited for the year ended 31 March 2026

(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.

(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 and Right-of-Use assets by which all property, plant and equipment and Right-of-Use assets are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment and Right-of-Use assets 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 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:

Particulars	**Loans (INR in millions)**
Aggregate amount during the year	
- Others	1.35
Balance outstanding as at balance sheet date	
- Others	0.44

(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 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 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. Further, the Company has not given any advance in the nature of loans to any party during the year.

(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, the 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 been regularly deposited by the Company 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 2026 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, 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	8.51	2006-07	Employee State Insurance Corporation, Kolkata	0.84
Central Goods and Service Tax Act, 2017	Goods and Service Tax	0.98	2017-18	Joint Commissioner, Central Goods and Service Tax (Appeals), Raigad	0.09
Central Goods and Service Tax Act, 2017	Goods and Service Tax	1.07	2017-18	Commissioner of CGST & Central Tax (Appeals), Kolkata	0.10

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)
Central Goods and Service Tax Act, 2017	Goods and Service Tax	20.24	2017-18 to 2019-20	Commissioner of CGST & Central Tax (Appeals), Kolkata	1.01
Central Goods and Service Tax Act, 2017	Goods and Service Tax	0.13	2019-20	Commissioner Central Goods and Service Tax, Varanasi	0.01
Central Goods and Service Tax Act, 2017	Goods and Service Tax	1.95	2020-21	Additional Commissioner of Central Tax (Appeals), Bangalore	0.18
Central Goods and Service Tax Act, 2017	Goods and Service Tax	0.27	2017-18 to 2019-20	Commissioner of Central Tax (Appeals), Mumbai	0.03
Central Goods and Service Tax Act, 2017	Goods and Service Tax	0.22	2021-22	Joint Commissioner Central Goods and Service Tax, Raipur	0.01

(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) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. 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 financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not hold any investment in any subsidiary (as defined under the Act) during the year ended 31 March 2026. Accordingly, clause 3(ix)(e) is not applicable.

(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) During the course of our 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 year.

(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 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 defined in the regulations made by the Reserve Bank of India). 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 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:26060715WXITOA3371

Place: Kolkata
Date: 08 May 2026

Annexure B to the Independent Auditor's Report on the Financial Statements of Vedant Fashions Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid 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 2026 in conjunction with our audit of the 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 2026, 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 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:26060715WXITOA3371

Place: Kolkata
Date: 08 May 2026

Balance Sheet as at March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	708.30	662.80
(b) Right of use assets	4	4,221.98	4,550.15
(c) Goodwill	5	157.11	157.11
(d) Other intangible assets	5	1,507.20	1,508.86
(e) Intangible assets under development	5	0.62	0.62
(f) Financial assets			
(i) Investments	6	6,884.25	3,420.88
(ii) Other financial assets	7	1,023.00	941.38
(g) Non- current tax assets (net)	9	51.31	58.21
(h) Other non-current assets	8	76.65	102.32
Total non-current assets		**14,630.42**	**11,402.33**
Current assets			
(a) Inventories	10	1,446.16	2,019.67
(b) Financial assets			
(i) Investments	11	5,259.61	7,088.31
(ii) Trade receivables	12	6,511.57	6,186.12
(iii) Cash and cash equivalents	13	110.63	172.11
(iv) Bank Balances other than (iii) above	14	0.24	0.19
(v) Other financial assets	15	51.49	51.10
(c) Other current assets	16	517.05	545.92
Total current assets		**13,896.75**	**16,063.42**
Total assets		**28,527.17**	**27,465.75**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	242.97	242.94
(b) Other equity	18	19,400.39	17,620.16
Total Equity		**19,643.36**	**17,863.10**
Liabilities			
Non-current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	19	3,058.10	3,411.88
(ii) Deposits	20	1,301.68	1,320.41
(b) Provisions	21	68.77	56.00
(c) Deferred tax liabilities (net)	22	192.47	262.31
(d) Other non-current liabilities	23	480.33	548.57
Total Non-current liabilities		**5,101.35**	**5,599.17**
Current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	24	1,517.81	1,417.06
(ii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	25	144.34	246.53
- total outstanding dues of creditors other than micro enterprises and small enterprises	25	480.04	776.89
(iii) Other financial liabilities	26	249.05	221.23
(b) Other current liabilities	27	1,311.97	1,271.92
(c) Provisions	28	7.35	3.24
(d) Current tax liabilities (net)	29	71.90	66.61
Total current liabilities		**3,782.46**	**4,003.48**
Total liabilities		**8,883.81**	**9,602.65**
Total equity and liabilities		**28,527.17**	**27,465.75**
Summary of Material Accounting Policies	3		

The accompanying notes are an integral part of the 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: May 08, 2026

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

Statement of Profit and Loss for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
Income:			
I Revenue from operations	30	14,354.79	13,864.83
II Other income	31	935.18	851.57
III Total income (I + II)		**15,289.97**	**14,716.40**
IV Expenses:			
Cost of materials consumed			
- Raw materials	32A	1,253.41	1,584.84
- Accessories & packing materials	32B	176.13	177.74
Purchases of stock-in-trade	33	2,260.57	2,552.49
Changes in inventories of finished goods, stock-in-trade & work-in-progress	34	529.71	(623.94)
Employee benefits expense	35	660.62	597.99
Finance costs	36	563.48	552.08
Depreciation and amortisation expense	37	1,695.56	1,530.61
Other expenses	38	3,191.20	3,149.63
Total expenses (IV)		**10,330.68**	**9,521.44**
V Profit before tax (III-IV)		**4,959.29**	**5,194.96**
VI Tax expense:			
Current tax		1,256.76	1,260.98
Deferred tax		(52.90)	49.26
Total Tax expense		**1,203.86**	**1,310.24**
VII Profit for the year (V-VI)		**3,755.43**	**3,884.72**
VIII Other comprehensive Income / (loss)			
(i) Item that will not be reclassified to profit or loss			
(a) Re-measurement income/(loss) on defined benefit obligations	22.1	5.63	(2.95)
(b) Income tax effect on above		(1.42)	0.74
(ii) Item that will be reclassified to profit or loss			
(a) Fair value changes in debt instruments through other comprehensive income	22.1	(72.95)	(2.37)
(b) Income tax effect on above		18.36	0.60
Other comprehensive Income / (loss) for the year, net of tax		**(50.38)**	**(3.98)**
IX Total comprehensive income for the year		**3,705.05**	**3,880.74**
X Earnings per equity share (EPS) (face value of share of INR 1 each)			
Basic (in INR per share)	39	15.46	15.99
Diluted (in INR per share)	39	15.45	15.98
Summary of Material Accounting Policies	3		

The accompanying notes are an integral part of the 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: May 08, 2026

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

Statement of Cash Flows for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A. Cash Flows from Operating Activities		
Profit before tax	4,959.29	5,194.96
Adjustments for :		
- Depreciation and amortisation expenses	1,695.56	1,530.61
- Loss/(Profit) on sale/discard of property, plant & equipment (net)	0.59	(1.35)
- Interest income	(380.98)	(263.66)
- Profit on sale of investments (net)	(178.96)	(151.35)
- Gain on fair valuation of investments carried at FVTPL	(293.56)	(398.97)
- Loss allowances on financial assets	7.41	7.27
- Bad debts/advances written off	0.65	5.96
- Liabilities/provisions no longer required written back	(37.30)	(17.76)
- Unrealised net loss/(gain) on foreign currency transactions and translations	0.05	(0.46)
- Equity settled share-based payments	7.28	5.59
- Gain on termination of lease arrangements	(19.07)	(6.47)
- Interest expense on lease liabilities	435.72	433.22
- Interest expense on others	0.10	0.20
- Interest expense on financial liabilities measured at amortised cost	127.66	118.66
- Other miscellaneous income	(2.21)	-
Operating profit before working capital changes	**6,322.23**	**6,456.45**
Movement in working capital:		
Increase in financial assets	(59.58)	(28.08)
Decrease/(Increase) in other assets	47.59	(96.88)
Increase in trade receivables	(332.06)	(553.00)
Decrease/(Increase) in inventories	573.51	(633.37)
Increase in provisions	22.51	7.13
(Decrease)/Increase in trade payables	(368.39)	147.48
Decrease in other financial and non financial liabilities	(146.80)	(157.96)
Cash generated from operating activities	**6,059.01**	**5,141.77**
Income tax paid (net of refund)	(1,244.57)	(1,255.76)
Net cash generated from operating activities	**4,814.44**	**3,886.01**
B. Cash Flows from Investing Activities		
Acquisition of property, plant and equipments, capital work in progress & intangible assets (including capital advances)	(123.05)	(31.15)
Proceeds from sale of property, plant and equipments (including advance received) (Refer Note 8.1)	7.27	24.31
Interest received	323.00	256.25
Acquisition of investments	(23,097.67)	(18,730.96)
Proceeds from sale of investments	21,870.40	18,322.72
Net cash used in investing activities	**(1,020.05)**	**(158.83)**

Statement of Cash Flows for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
C	Cash Flows from Financing Activities		
	Principal payment of lease liabilities	(1,488.00)	(1,295.77)
	Interest paid on lease liabilities	(435.72)	(433.22)
	Interest paid other than interest on lease liabilities	(0.13)	(1.09)
	Proceeds from excercise of shares options	11.59	22.61
	Dividend paid	(1,943.61)	(2,064.57)
	Net cash used in financing activities	**(3,855.87)**	**(3,772.04)**
	Net decrease in Cash and Cash Equivalents (A+B+C)	(61.48)	(44.86)
	Cash and Cash Equivalents at the beginning of the year	172.11	216.97
	Cash and Cash Equivalents at the end of the year	**110.63**	**172.11**

Particulars	March 31, 2026	March 31, 2025
Components of Cash and Cash Equivalents (Refer Note 13)		
Balance with Banks	109.67	171.23
Cash on hand	0.96	0.88
Cash and Cash Equivalents as at the end of the year	**110.63**	**172.11**

Non-cash investing activities

Particulars	March 31, 2026	March 31, 2025
Acquisition of Right of use assets	1,358.63	1,750.96

The above 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 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: May 08, 2026

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Statement of Changes in Equity for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

A. Equity share capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares outstanding at the beginning of the year	**24,29,44,009**	**242.94**	**24,28,69,863**	**242.87**
Changes in equity share capital during the year	29,094	0.03	74,146	0.07
Equity shares outstanding at the end of the year	**24,29,73,103**	**242.97**	**24,29,44,009**	**242.94**

B. Other Equity

As at March 31, 2026

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, 2025	349.59	7.62	8.02	72.52	17,182.41	**17,620.16**
Total Comprehensive Income for the year ended March 31 , 2026						
Profit for the year	-	-	-	-	3,755.43	**3,755.43**
Other comprehensive loss for the year net of tax	-	-	-	-	(50.38)	**(50.38)**
Total comprehensive income for the year	-	-	-	-	3,705.05	3,705.05
Contribution and distributions						
Dividend Paid to shareholders of the company	-	-	-	-	(1,943.66)	**(1,943.66)**
Share options exercised during the year	20.61	-	-	(9.05)	-	**11.56**
Equity settled share-based payments (Note 51)	-	-	-	7.28	-	**7.28**
Total Contribution and distributions	20.61	-	-	(1.77)	(1,943.66)	(1,924.82)
As at March 31, 2026	370.20	7.62	8.02	70.75	18,943.80	19,400.39

Statement of Changes in Equity for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

As at March 31, 2025

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, 2024	310.38	7.62	8.02	83.60	15,366.31	**15,775.93**
Total Comprehensive Income for the year ended March 31 , 2025						
Profit for the year	-	-	-	-	3,884.72	**3,884.72**
Other comprehensive loss for the year net of tax	-	-	-	-	(3.98)	**(3.98)**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**3,880.74**	**3,880.74**
Contribution and distributions						
Dividend Paid to shareholders of the company	-	-	-	-	(2,064.64)	**(2,064.64)**
Share options exercised during the year	39.21	-	-	(16.67)	-	**22.54**
Equity settled share-based payments (Note 51)	-	-	-	5.59	-	**5.59**
Total Contribution and distributions	**39.21**	**-**	**-**	**(11.08)**	**(2,064.64)**	**(2,036.51)**
As at March 31, 2025	**349.59**	**7.62**	**8.02**	**72.52**	**17,182.41**	**17,620.16**

The accompanying notes are an integral part of the 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: May 08, 2026

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 Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

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 Diwas. 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 FINANCIAL STATEMENTS

a) Basis of preparation

These 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 from time to time, and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III of the Act (as amended).

These 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 financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements were authorised for issue by the Company's Board of Director on 8th May, 2026.

These 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 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 Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) including Net Asset Value (NAV).

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 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 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 2026, MCA has not notified any new standards or amendments to the existing standards which will have any significant impact on these Financial Statements.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The Company has applied following accounting policies to all reporting years presented in these Ind AS 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 Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

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 (d) - 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 tangible 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 Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

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.

The cost of property, plant and equipment at 1 April 2016, the company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

(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

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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.

(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 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 software	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.

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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 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.

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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 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.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

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.

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.

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.

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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. The cost of inventories includes expenditure incurred in acquiring the inventories and other cost incurred in bringing them to their present location and condition. 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 consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

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(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. 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.

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.

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

Notes to the Financial Statements as at and for the year ended March 31, 2026

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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 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.

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 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 financial statements of the Company.

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.

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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.

l) Foreign currency transactions

In the 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

Notes to the Financial Statements as at and for the year ended March 31, 2026

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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 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 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 financial statements are elaborated in Note 54.

p) Business combinations and goodwill

Business combinations, other than through common control transactions, 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 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.

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(All amounts are in INR Million, unless otherwise stated)

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 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 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.

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;

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

- 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.

v) Standards issued but not yet effective

Ind AS 1 - Presentation of Financial Statements

For accounting periods beginning on or after 1 April 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment.

This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, Accounting Estimates and Errors.

The management does not expect any material impact of the same on the financial statement

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

4. Property, Plant and Equipment and Right of use assets[1]

Particulars	Right of use assets[2]	Property, Plant and Equipment							
	Buildings	Land-Freehold	Buildings	Plant and equipment	Furniture and fixtures	Computers	Office equipments	Vehicles	Total
Cost									
Balance as at 1 April, 2024	8,246.04	89.03	710.14	11.82	194.84	52.10	89.09	13.78	1,160.80
Additions	1,808.22	-	-	0.91	7.83	12.86	11.40	-	33.00
Disposals	(652.92)	-	-	(1.98)	(1.86)	(6.04)	(2.77)	(12.61)	(25.26)
As at March 31, 2025	**9,401.34**	**89.03**	**710.14**	**10.75**	**200.81**	**58.92**	**97.72**	**1.17**	**1,168.54**
Additions	1,394.29	-	-	0.54	62.14	9.51	49.18	1.54	122.91
Disposals	(758.12)			(1.79)	-	(3.27)	(0.53)	(0.61)	(6.20)
As at March 31, 2026	**10,037.51**	**89.03**	**710.14**	**9.50**	**262.95**	**65.16**	**146.37**	**2.10**	**1,285.25**
Accumulated Depreciation									
Balance as at 1 April, 2024	**3,978.94**	**-**	**200.05**	**7.45**	**138.44**	**38.49**	**67.37**	**11.42**	**463.22**
Depreciation charge for the year	1,461.18	-	24.82	0.85	16.51	12.18	10.96	0.52	65.84
Disposals	(588.93)	-	-	(1.39)	(1.65)	(5.86)	(2.67)	(11.75)	(23.32)
As at March 31, 2025	**4,851.19**	**-**	**224.87**	**6.91**	**153.30**	**44.81**	**75.66**	**0.19**	**505.74**
Depreciation charge for the year	1,617.41		23.61	0.63	21.58	10.06	20.04	0.43	76.35
Disposals	(653.07)			(1.16)	-	(2.90)	(0.50)	(0.58)	(5.14)
As at March 31, 2026	5,815.53	-	248.48	6.38	174.88	51.97	95.20	0.04	576.95
Carrying Amounts									
As at March 31, 2025	**4,550.15**	**89.03**	**485.27**	**3.84**	**47.51**	**14.11**	**22.06**	**0.98**	**662.80**
As at March 31, 2026	**4,221.98**	**89.03**	**461.66**	**3.12**	**88.07**	**13.19**	**51.17**	**2.06**	**708.30**

(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.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(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						
Balance as at 1 April, 2024	157.11	13.52	79.37	1,589.42	1,682.31	0.62
Additions	-	-	-	-	-	-
As at March 31, 2025	157.11	13.52	79.37	1,589.42	1,682.31	0.62
Additions	-	0.14	-	-	0.14	-
As at March 31, 2026	**157.11**	**13.66**	**79.37**	**1,589.42**	**1,682.45**	**0.62**
Accumulated Amortisation						
Balance as at 1 April, 2024	**-**	**13.14**	**76.64**	**80.08**	**169.86**	**-**
Amortisation charge for the year	-	0.25	2.21	1.13	3.59	-
As at March 31, 2025	**-**	**13.39**	**78.85**	**81.21**	**173.45**	**-**
Amortisation charge for the year	-	0.27	0.44	1.09	1.80	-
As at March 31, 2026	**-**	**13.66**	**79.29**	**82.30**	**175.25**	**-**
Carrying Amounts						
As at March 31, 2025	**157.11**	**0.13**	**0.52**	**1,508.21**	**1,508.86**	**0.62**
As at March 31, 2026*	**157.11**	**0.00**	**0.08**	**1,507.12**	**1,507.20**	**0.62**

* Amount is below the rounding off norms adopted by the Company.

(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 goodwill and brand (with indefinite life) represent balances allocated and acquired through acquisition of Mebaz business in earlier years. The carrying amount of goodwill and brand as at the end of 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 higher of value in use, estimated as the present value of projected future cash flows and fair value less cost of disposal.

Key Assumptions	Current Year	Previous Year
Average annual growth rate for next 5 financial year	10.00%	11.60%
Terminal growth rate	5.00%	5.00%
Weighted Average Cost of Capital % (WACC) after tax (Discount rate)	12.10%	13.00%

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.

Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company).

Based on market value approach, the EBIDTA Multiplier attributable to the Mebaz Brand for the current year is 27.1x using the comparable public companies' trading multiples method

Notes to the Financial Statements as at and for the year ended March 31, 2026

(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, 2026.

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, 2026

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, 2025

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

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, 2026	As at March 31, 2025
Investment in bonds and debentures		
Quoted		
At fair value through other comprehensive income (FVTOCI)		
Kotak Mahindra Prime Limited - 8.255% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - Nil) [March 31, 2025 - 1000 units at par value of INR 1,00,000 each]	-	106.90
Tata Capital Financial Services Limited - 8.0980% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - Nil) [March 31, 2025 - 4,000 units at par value of INR 1,00,000 each]	-	413.47
HDB Financial Services Limited - 8.3324% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -1,500 units at par value of INR 1,00,000 each) [March 31, 2025 -1,500 units at par value of INR 1,00,000 each]	162.01	162.53
Aditya Birla Housing Finance Ltd -7.8461% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -2,000 units at par value of INR 1,00,000 each) [March 31, 2025 -2,000 units at par value of INR 1,00,000 each]	204.82	204.47

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

6. Financial assets - Non current : Investments (Contd.)

Particulars	As at March 31, 2026	As at March 31, 2025
Aditya Birla Capital Limited - 8.0208% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -2,000 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	201.15	-
HDB Financial Services Limited - 7.3274% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -2,500 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	257.54	-
"HDB Financial Services Limited - 0.00% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -5,000 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	514.05	-
HDB Financial Services Limited - 8.05% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -250 units at par value of INR 10,00,000 each) [March 31, 2025 -NIL]	264.62	-
Tata Capital Limited - 7.12% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -2,500 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	252.39	-
Aditya Birla Capital Limited - 7.2959% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -5,000 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	513.14	-
Axis Finance Limited - 8.28% Unsecured Redeemable Non-Convertible Debentures (March 31, 2026 -2,000 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	209.10	-
HDB Financial Services Limited - 8.40% Unsecured Redeemable Non-Convertible Subordinate bond (March 31, 2026 -2,500 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	260.88	-
Kotak Mahindra Investment Limited - 7.6091% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -6,500 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	656.53	-
Bajaj Finance Limited - 7.55% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -3,000 units at par value of INR 1,00,000 each) [March 31, 2025 -NIL]	299.98	-
At fair value through profit and loss (FVTPL)		
Union Bank of India - 8.40% Perpetual Bond (March 31, 2026- -20 units at par value of INR 1,00,00,000 each) [March 31, 2025 -20 units at par value of INR 1,00,00,000 each]	204.69	205.77
State Bank of India - 7.72% Perpetual Bond (March 31, 2026 - 10 units at par value of INR 1,00,00,000 each) [March 31, 2025 -10 units at par value of INR 1,00,00,000 each]	104.37	104.04

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

6. Financial assets - Non current : Investments (Contd.)

Particulars	As at March 31, 2026	As at March 31, 2025
Bank of Baroda - 7.95% Perpetual Bond (March 31, 2026- 10 units at par value of INR 1,00,00,000 each) [March 31, 2025 -10 units at par value of INR 1,00,00,000 each]	102.59	102.52
State Bank of India - 7.55% Perpetual Bond (March 31, 2026 - 23 units at par value of INR 1,00,00,000 each) [March 31, 2025 -23 units at par value of INR 1,00,00,000 each]	234.43	233.56
State Bank of India - 7.75% Perpetual Bond (March 31, 2026 -50 units at par value of INR 1,00,00,000 each) [March 31, 2025 - 50 units at par value of INR 1,00,00,000 each]	522.69	518.71
State Bank of India - 7.72% Perpetual Bond (March 31, 2026 -25 units at par value of INR 1,00,00,000 each) [March 31, 2025 - 25 units at par value of INR 1,00,00,000 each]	258.39	257.16
Union Bank of India - 8.50% Perpetual Bond (March 31, 2026 - 19 units at par value of INR 1,00,00,000 each) [March 31, 2025- Nil]	192.74	-
Investment in Fixed Deposit with Financial Institution		
Unquoted		
At amortised cost		
ICICI Home Finance Company Limited	265.42	-
Mahindra & Mahindra Finance Services Limited	696.08	910.75
Bajaj Finance Limited	305.82	201.00
Shriram Finance Limited	200.82	-
Total	**6,884.25**	**3,420.88**
Aggregate market value of quoted investments	**5,416.11**	**2,309.13**
Aggregate book value of quoted investments	**5,416.11**	**2,309.13**
Aggregate amount of un-quoted investments	**1,468.14**	**1,111.75**

7. Financial assets - Non current : Others

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
Security deposits		
- Considered good	1,022.60	941.00
- Considered doubtful	1.48	1.48
	1,024.08	**942.48**
Less: Loss Allowance	(1.48)	(1.48)
	1,022.60	941.00
Bank deposits with remaining maturity greater than 12 months[1]	0.19	0.19
Interest accrued on fixed deposits	0.21	0.19
Total	**1,023.00**	**941.38**

(1) Represents bank deposits lodged with sales tax authorities which earns interest ranging from 5.90% to 6.50% (March 31, 2025 - 5.90% to 6.50%)

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

8. Non-current - Other assets

(unsecured, considered good)

Particulars	As at March 31, 2026	As at March 31, 2025
Capital advances (Refer note 8.1)	45.74	52.85
Prepaid expenses	0.35	1.69
Balances with statutory/government authorities	30.56	47.78
Total	**76.65**	**102.32**

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, 2026, share of sale proceeds received from developer has been adjusted against capital advance and resultant income of Rs 2.21 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, 2026	As at March 31, 2025
Advance income tax (net of provision for taxation)[1]	51.31	58.21
Total	**51.31**	**58.21**

(1) Non current tax asset is net of provision for taxation amounting to INR 3,054.47 Million (INR 4,480.06 Million as on March 31, 2025).

10. Inventories[1]

Particulars	As at March 31, 2026	As at March 31, 2025
At lower of cost and net realisable value		
Raw materials (Refer Note 32A)	148.67	155.80
Accessories and packing material (Refer Note 32B)	34.82	37.82
Work in progress (Refer Note 34)	151.89	301.15
Finished goods (Refer Note 34) [Including in transit INR 3.53 Million (March 31, 2025 - INR 6.12 Million)]	583.56	784.94
Stock-in-trade (Refer Note 34) [Including in transit INR 1.85 Million (March 31, 2025 - INR 2.91 Million)]	527.22	739.96
Total	**1,446.16**	**2,019.67**

(1) Includes all inventories lying with third party amounting to INR 213.76 Million (March 31, 2025 - INR 323.85 Million).

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

11. Financial assets - Current : Investments

Particulars	As at March 31, 2026	As at March 31, 2025
Investments in mutual funds		
Unquoted		
At fair value through profit and loss (FVTPL)		
Kotak Liquid Fund - Direct Plan - Growth (March 31, 2026 - 50,899 units at par value of INR 1,000 each) [March 31, 2025 - 35,730 units at par value of INR 1,000 each]	283.27	187.20
HDFC Liquid Fund - Direct Plan - Growth Option (March 31, 2026 - 65,351 units at par value of INR 1,000 each) [March 31, 2025 - 31,262 units at par value of INR 1,000 each]	353.54	159.23
Axis Corporate Debt Fund - Direct - Growth (March 31, 2026 - 57,53,452 units at par value of INR 10 each) [March 31, 2025 - 57,53,452 units at par value of INR 10 each]	107.92	101.42
Axis Treasury Advantage Fund - Direct - Growth (March 31, 2026 - Nil) [March 31, 2025 - 41,604 units at par value of INR 1,000 each]	-	132.10
HDFC Corporate Bond Fund - Direct - Growth (March 31, 2026 - 89,67,268 units at par value of INR 10 each) [March 31, 2025 - 89,67,268 units at par value of INR 10 each]"	306.09	291.81
HDFC Money Market Fund - Direct Plan - Growth (March 31, 2026 - Nil) [March 31, 2025 - 11,500 units at par value of INR 1,000 each]	-	65.75
ICICI Prudential Corporate Bond Fund - Direct Plan - Growth (March 31, 2026 - 96,51,613 units at par value of INR 10 each) [March 31, 2025 - 96,51,613 units at par value of INR 10 each]	313.28	294.87
ICICI Prudential Banking and PSU Debt Fund - Direct Plan - Growth (March 31, 2026 - 30,28,561 units at par value of INR 10 each) [March 31, 2025 - 30,28,561 units at par value of INR 10 each]	107.07	101.08
ICICI Prudential Money Market Fund - Direct Plan - Growth (March 31, 2026 - Nil) [March 31, 2025 - 3,48,358 units at par value of INR 100 each]	-	131.22
Bandhan Corporate Bond Fund - Direct Plan - Growth (March 31, 2026 - 1,47,72,541 units at par value of INR 10 each) [March 31, 2025 - 1,47,72,541 units at par value of INR 10 each]	303.28	285.89
Kotak Bond Fund (Short Term) - Direct Plan - Growth (March 31, 2026 - 51,88,975 units at par value of INR 10 each) [March 31, 2025 - 51,88,975 units at par value of INR 10 each]	308.99	290.82
Axis AAA Bond Plus SDL ETF - 2026 Maturity (March 31, 2026 - 1,49,39,790 units at par value of INR 10 each) [March 31, 2025 - 1,49,39,790 units at par value of INR 10 each]	189.82	178.86
Axis CPSE Plus SDL 2025 70:30 Debt Index Fund (March 31, 2026 - Nil) [March 31, 2025 - 1,48,92,767 units at par value of INR 10 each]	-	177.95
Nippon India ETF Nifty SDL - 2026 (March 31, 2026 - 35,00,000 units at par value of INR 100 each) [March 31, 2025 - 35,00,000 units at par value of INR 100 each]	480.21	452.06

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

11. Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2026	As at March 31, 2025
ABSL Nifty SDL Plus PSU Bond Sep 2026 60:40 Index (March 31, 2026 - 1,90,96,499 units at par value of INR 10 each) [March 31, 2025 - 1,90,96,499 units at par value of INR 10 each]	247.68	231.93
"Nippon India Nifty AAA CPSE Bond Plus SDL - Apr 2027 Maturity 60:40 Index Fund (March 31, 2026 - 1,94,09,156 units at par value of INR 10 each) [March 31, 2025 - 1,94,09,156 units at par value of INR 10 each]	248.07	231.95
"SBI Gilt June 2036 (March 31, 2026 - 95,39,960 units at par value of INR 10 each) [March 31, 2025 - 95,39,960 units at par value of INR 10 each]	124.17	120.49
ABSL Liquid Fund - Direct Plan - Growth (March 31, 2026 - Nil) [March 31, 2025 - 3,87,011 units at par value of INR 100 each]	-	162.05
Aditya Birla Sun Life Arbitrage Fund (March 31, 2026 - 1,17,74,686 units at par value of INR 10 each) [March 31, 2025 - 47,06,053 units at par value of INR 10 each]	353.80	132.32
Investment in bonds and debentures		
Quoted		
At fair value through other comprehensive income (FVTOCI)		
Kotak Mahindra Prime Limited - 8.255% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - 1,000 units at par value of INR 1,00,000 each) [March 31, 2025 -Nil]	106.41	-
HDB Financial Services Limited - 7.7% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - Nil) [March 31, 2025 - 400 units at par value of INR 10,00,000 each]	-	419.49
"Tata Capital Limited - 8.0980% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - 4,000 units at par value of INR 1,00,000 each) [March 31, 2025 - NIL]	411.78	-
"Bajaj Finance Limited - 7.8925% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - Nil) [March 31, 2025 - 300 units at par value of INR 10,00,000 each]	-	319.15
HDB Financial Services Limited - 6.00% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - Nil) [March 31, 2025 - 200 units at par value of INR 10,00,000 each]	-	202.62
"HDB Financial Services Limited 07 July 2025 - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - Nil) [March 31, 2025 - 135 units at par value of INR 10,00,000 each]	-	165.41
HDB Financial Services Limited 13 Jan 2026 - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2026 -Nil) [March 31, 2025 - 250 units at par value of INR 10,00,000 each]	-	302.90

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

11. Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2026	As at March 31, 2025
Bajaj Finance Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2026 - Nil) [March 31, 2025 - 400 units at par value of INR 10,00,000 each]	-	481.51
Tata Capital Financial Services Limited - 8.30% Secured Redeemable Non-Convertible Debentures (March 31, 2026- Nil) [March 31, 2025 - 1500 units at par value of INR 1,00,000 each]	-	151.68
At fair value through profit and loss (FVTPL)		
Axis Finance Limited PP- MLD Series 02/ 2022-23 (March 31, 2026 - Nil) [March 31, 2025 - 300 units at par value of INR 10,00,000 each]	-	365.72
ICICI Home Finance Company Limited, Market Linked Debenture (March 31, 2026 - Nil) [March 31, 2025 - 400 units at par value of INR 10,00,000 each]	-	475.99
Tata Cleantech Capital Limited, Market Linked Debenture (March 31, 2026 - Nil) [March 31, 2025 - 400 units at par value of INR 10,00,000 each]	-	474.84
Investment in Fixed deposits with financial institutions		
Unquoted		
At amortised cost		
Bajaj Finance Limited	467.73	-
Mahindra & Mahindra Finance Services Limited	546.50	-
Total	**5,259.61**	**7,088.31**
Aggregate market value of quoted investments	**518.19**	**3,359.31**
Aggregate book value of quoted investments	**518.19**	**3,359.31**
Aggregate book value of unquoted investments	**4,741.42**	**3,729.00**

12. Financial Assets - Current : Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
- Trade Receivables considered good - Secured[1]	2,191.53	2,299.11
- Trade Receivables considered good - Unsecured	4,376.80	3,937.86
	6,568.33	**6,236.97**
Less: Loss Allowance	(56.76)	(50.85)
Total trade receivables	**6,511.57**	**6,186.12**
- Receivables from related parties - Secured/Considered good (Refer Note 45)	97.42	96.55
- Receivables from related parties - Unsecured/Considered good (Refer Note 45)	139.90	122.68
- Others	6,274.25	5,966.89
Total trade receivables	**6,511.57**	**6,186.12**

(1) Receivables are secured to the extent security deposits and bank guarantees taken from customers.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

12. Financial Assets - Current : Trade receivables (Contd.)

12.1 Trade receivables ageing schedule

Particulars	Outstanding from due date of payment as on March 31, 2026						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables	6,299.62	187.78	14.05	3.67	2.87	3.58	6,511.57

Particulars	Outstanding from due date of payment as on March 31, 2025						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables	5,973.58	171.54	32.31	5.08	2.36	1.25	6,186.12

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 2 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, 2026 and March 31, 2025.

13. Financial assets - Current : Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
- Balances with banks	109.67	171.23
- Cash on hand	0.96	0.88
Total	**110.63**	**172.11**

14. Financial Assets - Current : Other bank balances

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
Earmarked balances with banks - unpaid dividend	0.24	0.19
Total	**0.24**	**0.19**

15. Financial assets - Current : Others

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
Security deposits		
- Considered good	35.06	36.69
- Considered doubtful	1.93	1.93
	36.99	**38.62**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

15. Financial assets - Current : Others (Contd.)

Particulars	As at March 31, 2026	As at March 31, 2025
Less: Loss Allowance	(1.93)	(1.93)
	35.06	36.69
Loan to employees	0.44	0.36
Other receivables	15.99	13.45
At fair value through profit and loss		
Derivative instrument[1]	-	0.60
Total	51.49	51.10

(1) It represents receivables arising from fair valuation of foreign exchange forward contracts.

16. Other Current assets

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Export incentive receivables		
- Considered good	0.41	0.94
- Considered doubtful	0.73	0.91
	1.14	1.85
Less: Loss Allowance	(0.73)	(0.91)
	0.41	0.94
Advances recoverable in cash or kind		
- Considered good	4.49	6.96
- Considered doubtful	-	-
	4.49	6.96
Less: Loss Allowance	-	-
	4.49	6.96
Balances with statutory/government authorities	81.19	150.39
Advance to employees	0.81	0.87
Prepaid expenses	33.18	23.46
Right of return assets[1]	396.97	363.30
Total	517.05	545.92

(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).

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

17. Equity Share capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Authorized				
35,10,00,000 equity shares (March 31, 2025: 35,10,00,000 equity shares) of INR 1 each	35,10,00,000	351.00	35,10,00,000	351.00
Issued, subscribed and fully paid-up shares				
24,29,73,103 equity shares (March 31, 2025: 24,29,44,009 equity shares) of INR 1 each	24,29,73,103	242.97	24,29,44,009	242.94
Total	**24,29,73,103**	**242.97**	**24,29,44,009**	**242.94**

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, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares outstanding at the beginning of the year	24,29,44,009	242.94	24,28,69,863	242.87
Add : Issue of shares pursuant to ESOP exercised during the year	29,094	0.03	74,146	0.07
Equity shares outstanding at the end of the year	**24,29,73,103**	**242.97**	**24,29,44,009**	**242.94**

ii. Details of shares held by each shareholder holding more than 5% shares in the Company:

Name of Shareholder	As at March 31, 2026		As at March 31, 2025	
	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	57.15%	13,88,59,330	57.16%
Ravi Modi HUF	3,88,81,422	16.00%	3,88,81,422	16.00%
Total	**17,77,40,752**	**73.15%**	**17,77,40,752**	**73.16%**

iii. Disclosure of shareholding of promoters

Name of Shareholder	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024		% Change in holding pursuant to no. of shares as at March 31, 2026	% Change in holding pursuant to no. of shares as at March 31, 2025
	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	57.15%	13,88,59,330	57.16%	13,88,59,330	57.17%	(0.01%)	(0.01%)
Shilpi Modi	26,56,104	1.09%	26,56,104	1.09%	26,56,104	1.09%	-	-
Ravi Modi	16,88,134	0.69%	16,88,134	0.69%	16,88,134	0.70%	-	(0.01%)
Total	**14,32,03,568**	**58.93%**	**14,32,03,568**	**58.94%**	**14,32,03,568**	**58.96%**	**(0.01%)**	**(0.02%)**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

17. Equity Share capital (Contd.)

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, 2025: 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, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Under Employee Stock Option Plan - 2018	2,17,686	97.98	2,66,345	117.79

For movement of shares issued under options and other terms and conditions, refer Note 51.

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	As at March 31, 2026	As at March 31, 2025
Shares issued for consideration other than cash	-	-
Shares bought back	40,11,293	40,11,293

vii) After the reporting dates dividends amounting to INR 1,883.04 million (INR 7.75 per equity share) for the current year and INR 1,943.55 million (INR 8.00 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 1,943.66 million (INR 8.00 per equity share) representing the final dividend declared in previous year.

18. Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
Retained earnings		
Opening balance	17,182.41	15,366.31
Profit for the year	3,755.43	3,884.72
Other comprehensive income/(loss) for the year		
- Re-measurement gains/(losses) on defined benefit obligations (net of tax)	4.21	(2.21)
- Fair value changes in debt instruments through OCI (net of tax)	(54.59)	(1.77)
Dividend Paid to shareholders of the company	(1,943.66)	(2,064.64)
	18,943.80	**17,182.41**
Securities Premium		
Opening balance (as earlier published)	349.59	310.38
Share options exercised during the year	20.61	39.21
	370.20	**349.59**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

18. Other equity (Contd.)

Particulars	As at March 31, 2026	As at March 31, 2025
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	72.52	83.60
Equity settled share-based payments (Note 51)	7.28	5.59
Share options exercised during the year	(9.05)	(16.67)
	70.75	**72.52**
Total	**19,400.39**	**17,620.16**

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.

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, 2026	As at March 31, 2025
At amortised cost[1]		
Lease liabilities	3,058.10	3,411.88
Total	**3,058.10**	**3,411.88**

(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, 2026	As at March 31, 2025
At amortised cost		
Security deposits	1,301.68	1,320.41
Total	**1,301.68**	**1,320.41**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

21. Non-current - Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Employee Benefits - Gratuity (Refer Note 42)	68.77	56.00
Total	**68.77**	**56.00**

22. Non-current - Deferred tax liabilities (net)

Particulars	Opening as on April 01, 2025	Recognised in PL	Recognised in OCI	Closing as on March 31, 2026
Deferred Tax Assets				
Expenses allowable on payment, write off, etc.	27.71	7.15	(1.42)	33.44
Provision for expected sales return (net)	185.22	1.66	-	186.88
Lease liabilities	1,210.96	(65.76)	-	1,145.20
Others	23.94	(5.10)	-	18.84
	1,447.83	**(62.05)**	**(1.42)**	**1,384.36**
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	1,492.00	(72.59)	-	1,419.41
Income taxable in future on realisation	178.60	(42.36)	(18.36)	117.88
Goodwill	39.54	0.00	-	39.54
	1,710.14	**(114.95)**	**(18.36)**	**1,576.83**
Net deferred tax liabilities	**262.31**	**(52.90)**	**(16.94)**	**192.47**

Particulars	Opening as on April 01, 2024	Recognised in PL	Recognised in OCI	Closing as on March 31, 2025
Deferred Tax Assets				
Expenses allowable on payment, write off, etc.	23.51	3.46	0.74	27.71
Provision for expected sales return (net)	182.29	2.93	-	185.22
Lease liabilities	1,110.41	100.55		1,210.96
Others	20.80	3.14	-	23.94
	1,337.01	**110.08**	**0.74**	**1,447.83**
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	1,405.59	86.41	-	1,492.00
Income taxable in future on realisation	106.27	72.93	(0.60)	178.60
Goodwill	39.54	-	-	39.54
	1,551.40	**159.34**	**(0.60)**	**1,710.14**
Net deferred tax liabilities	**214.39**	**49.26**	**(1.34)**	**262.31**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

22. Non-current - Deferred tax liabilities (net) (Contd.)

22.1 Amount recognised in Other comprehensive income

Particulars	As at March 31, 2026			As at March 31, 2025		
	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	5.63	(1.42)	4.21	(2.95)	0.74	(2.21)
Item that will be reclassified to profit or loss						
Fair value changes in debt instruments through other comprehensive income	(72.95)	18.36	(54.59)	(2.37)	0.60	(1.77)
Amount recognised in other comprehensive income	**(67.32)**	**16.94**	**(50.38)**	**(5.32)**	**1.34**	**(3.98)**

22.2

Particulars	As at March 31, 2026	As at March 31, 2025
Accounting profit before tax	4,959.29	5,194.96
At India's statutory income tax rate of 25.168% (March 31, 2025: 25.168%)	1,248.15	1,307.47
Adjustments in respect of current income tax of earlier years	(37.67)	-
Non deductible expenses for tax purposes	26.46	24.76
Impact of tax rate changes	(33.91)	(24.17)
Others	0.83	2.18
Total tax expense for the year	**1,203.86**	**1,310.24**

22.3 Income tax expenses for the current year and previous year represents charge for respective year. Income tax expense for the current year is net of INR 37.67 Million (March 31, 2025 - INR 1.94 Million) being reversal of Income tax for earlier year.

23. Non-current - Other liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
Deferred income	480.33	548.57
Total	**480.33**	**548.57**

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, 2026	As at March 31, 2025
At amortised cost[1]		
Lease liabilities	1,517.81	1,417.06
Total	**1,517.81**	**1,417.06**

(1) For changes in liabilities arising from financing activities and maturity analysis, refer Note 44.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

25. Financial liabilities - Current : Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
- Total outstanding dues of micro enterprises and small enterprises (Refer Note 25.1)	144.34	246.53
	144.34	**246.53**
- Dues to related parties (Refer Note 45)	6.12	5.13
- Total outstanding dues of creditors other than micro enterprises and small enterprises	473.92	771.76
	480.04	**776.89**
Total	**624.38**	**1,023.42**

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, 2026	As at March 31, 2025
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	144.34	246.53
Interest due thereon remaining unpaid to any supplier as at the end of the year.	-	0.01
(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	0.07	0.14
(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)	0.03	0.04
(iv) The amount of interest accrued and remaining unpaid at the end of the year;	0.03	0.05
(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	**0.03**	**0.05**

25.2 Trade payables ageing schedule

Particulars	Unbilled Due	Outstanding as on March 31, 2026 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	3.97	139.80	-	0.02	-	0.55	144.34
Total outstanding dues of creditors other than micro enterprises and small enterprises	202.61	250.91	19.98	2.40	0.62	3.52	480.04
Total	206.58	390.71	19.98	2.42	0.62	4.07	624.38

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

25. Financial liabilities - Current : Trade payables (Contd.)

Particulars	Unbilled Due	Outstanding as on March 31, 2025 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	10.56	234.79	0.37	-	0.28	0.53	246.53
Total outstanding dues of creditors other than micro enterprises and small enterprises	321.46	250.02	196.14	0.81	1.11	2.48	772.02
Disputed							
Dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	4.87	4.87
Total	**332.02**	**484.81**	**196.51**	**0.81**	**1.39**	**7.88**	**1,023.42**

(1) There are no disputed dues of micro enterprises and small enterprises at the end of each year reported.

26. Financial Liabilities - Current : Others

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
Employees related liabilities	72.89	55.88
Security deposits	174.19	165.11
Interest payable to micro, small and medium enterprises	0.03	0.05
Unpaid dividend	0.24	0.19
At fair value through profit and loss		
Derivative instrument[1]	1.70	-
Total	**249.05**	**221.23**

(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, 2026	As at March 31, 2025
Advance from customers (Refer Note 8.1)[1]	12.36	9.22
Refund liabilities[2]	1,139.49	1,099.22
Statutory dues	54.61	53.57
Deferred income (Refer Note 23.1)	105.51	109.91
Total	**1,311.97**	**1,271.92**

(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 review and updates its estimates of refund liabilities at the end of each reporting period.

28. Provisions : Current

Particulars	As at March 31, 2026	As at March 31, 2025
Employee benefits - Gratuity (Refer Note 42)	7.35	3.24
Total	**7.35**	**3.24**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

29. Tax liabilities (net) : Current

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax liabilities (net of advance income tax)[1]	71.90	66.61
Total	**71.90**	**66.61**

(1) Current tax liabilities is net of advance taxes paid, TDS and TCS receivable amounting to INR 6,088.04 Million (March 31, 2025 - INR 4,815.12 Million).

30. Revenue from operations

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Revenue from contracts with customers (A)		
Sale of products	14,334.57	13,843.69
Other operating revenue (B)		
(i) Scrap sales	2.23	2.28
(ii) Insurance charges recovery	10.81	10.37
(iii) Export incentives	7.18	8.49
Total (A+B)	**14,354.79**	**13,864.83**

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, 2026	March 31, 2025
India	14,078.95	13,480.89
Outside India	255.62	362.80
Total revenue from contracts with customers	**14,334.57**	**13,843.69**

30.2 Reconciliation of revenue from sale of products with contract price

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Contract Price	14,246.94	13,734.42
Add: Impact of deferred income on deposits taken from customers (Refer Note 23.1)	127.90	125.29
Less: Refund Liabilities	(40.27)	(16.02)
Total revenue from contracts with customers	**14,334.57**	**13,843.69**

Contract Balances

Particulars	As at the year ended	
	March 31, 2026	March 31, 2025
Trade Receivables	6,511.57	6,186.12
Advance from customers	12.36	9.22
Refund Liabilities	1,139.49	1,099.22

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 Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

31. Other income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest income under effective interest rate method on:		
- Fixed deposits - at amortised cost	147.42	38.10
- Loans - at amortised cost	0.07	0.04
- Bonds and debentures - at FVTOCI	181.62	177.98
- Others[1]	59.77	47.54
Other non-operating income:		
- Profit on sale of investments (net)	178.96	151.35
- Gain on fair valuation of investments carried at FVTPL	293.56	398.97
- Profit on sale of property, plant & equipment (net)	-	1.35
- Liabilities/provisions no longer required written back	37.30	17.76
- Insurance claim received	8.20	2.14
- Gain on termination of lease arrangements (Refer Note 44)	19.07	6.47
- Other miscellaneous income	9.21	9.87
Total	**935.18**	**851.57**

(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, 2026	For the year ended March 31, 2025
Inventory at the beginning of the year	155.80	143.48
Add: Purchases during the year	1,246.28	1,597.16
	1,402.08	**1,740.64**
Less: Inventory at the end of the year (Refer Note 10)	148.67	155.80
Total	**1,253.41**	**1,584.84**

B. Accessories & packing materials

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventory at the beginning of the year	37.82	36.32
Add: Purchases during the year	173.13	179.24
	210.95	**215.56**
Less: Inventory at the end of the year (Refer Note 10)	34.82	37.82
Total	**176.13**	**177.74**

33. Purchases of stock-in-trade

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchases of stock-in-trade	2,260.57	2,552.49
Total	**2,260.57**	**2,552.49**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

34. Changes in inventories of finished goods, stock-in-trade & work-in-progress

Particulars	Year ended 31st March 2026			Year ended 31st March 2025		
	Opening Inventory	Closing Inventory	(Increase) / Decrease in Inventory	Opening Inventory	Closing Inventory	(Increase) / Decrease in Inventory
Finished goods (Refer Note 10)	784.94	583.56	201.38	478.14	784.94	(306.80)
Stock-in-trade (Refer Note 10)	739.96	527.22	212.74	448.21	739.96	(291.75)
Work in progress (Refer Note 10)	301.15	151.89	149.26	280.15	301.15	(21.00)
Right of return assets (Refer Note 16)	363.30	396.97	(33.67)	358.91	363.30	(4.39)
Total	**2,189.35**	**1,659.64**	**529.71**	**1,565.41**	**2,189.35**	**(623.94)**

35. Employee benefits expense

Particulars	For the year ended	
	March 31, 2026	March 31 2025
Salaries, wages and bonus (including Directors' remuneration - Refer Note 45)	604.23	562.16
Contribution to provident and other funds	9.97	10.60
Gratuity expense (Refer Note 42)	28.86	9.80
Staff welfare expenses	10.28	9.84
Equity settled share-based payments (Note 51)	7.28	5.59
Total	**660.62**	**597.99**

36. Finance costs

Particulars	For the year ended	
	March 31, 2026	March 31 2025
Interest expense on lease liabilities (Refer Note 44)	435.72	433.22
Interest expense on financial liabilities measured at amortised cost[1]	127.66	118.66
Interest expense on others	0.10	0.20
Total	**563.48**	**552.08**

(1) Primarily includes unwinding of interest on security deposits taken from customers.

37. Depreciation and amortisation expense

Particulars	For the year ended	
	March 31, 2026	March 31 2025
Depreciation on Property, plant and equipment (Refer Note 4)	76.35	65.84
Depreciation on Right of use assets (Refer Note 4)	1,617.41	1,461.18
Amortisation of Intangible assets (Refer Note 5)	1.80	3.59
Total	**1,695.56**	**1,530.61**

38. Other expenses

Particulars	For the year ended	
	March 31, 2026	March 31 2025
Job charges	709.80	859.08
Electricity charges	19.67	13.92
Lease rent (Refer Note 44)	758.79	701.02
Rates and taxes	21.08	20.66
Loss on foreign exchange fluctuations (net)	0.89	3.31

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

38. Other expenses (Contd.)

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
Loss on sale/discard of Property, plant & equipments (net)	0.59	-
Insurance	31.42	26.71
Repairs and maintenance		
- Others	3.47	3.76
Legal & professional fees	44.88	53.94
Travelling and conveyance	40.70	44.28
Payment to auditors (Refer Note 40)	5.17	4.93
Directors' Fees and Commission (Refer Note 45)	12.00	12.00
Loss allowances on financial assets	7.41	7.27
Bad debts/advances written off	0.65	5.96
Corporate social responsibility expenditure (Refer Note 41)	105.10	100.30
Selling and distribution expenses		
- Advertisement, publicity and sales promotion expenses	877.11	821.01
- Commission	146.79	132.34
- Freight and forwarding expenses	142.74	124.66
Miscellaneous expenses	262.94	214.48
Total	**3,191.20**	**3,149.63**

39. Earnings per share (EPS)

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
Net profit after tax for the year	3,755.43	3,884.72
Basic earnings per share		
Weighted average number of ordinary shares (No. in Million)	242.96	242.90
Nominal value of ordinary share (INR per share) (Refer Note 17)	1.00	1.00
Basic earnings for ordinary shares (in INR per share)	**15.46**	**15.99**
Diluted earnings per share		
Weighted average number of ordinary shares (No. in Million)	242.96	242.90
Effect of share options (No. in Million)	0.07	0.16
	243.03	243.06
Nominal value of ordinary share (INR per share) (Refer Note 17)	1.00	1.00
Diluted earnings for ordinary shares (in INR per share)	**15.45**	**15.98**

40. Payment to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
As statutory auditors (audit & review of financial statements):		
Statutory Audit fees	3.20	3.20
Tax audit fees	0.50	0.50
Limited review of quarterly results	1.05	0.90
In other Capacity :		
Reimbursement of expenses	0.42	0.33
Total	**5.17**	**4.93**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

41. Corporate social responsibility (CSR) expenditure

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
a) Gross amount to be spent by the Company during the year	105.11	100.27
b) Amount spent and approved by the board during the year		
(i) Construction/ acquisition of any asset	-	-
(ii) On purpose other than (i) above	105.10	100.30
c) Amount unspent during the year	Not Applicable	Not Applicable
d) Nature of CSR activities	Healthcare, Education & Livelihood	" Healthcare & Education "

For movement in CSR, refer below:

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
Opening Balance	(0.09)	(0.06)
Gross amount to be spent during the year	105.11	100.27
Actual spent during the year	(105.10)	(100.30)
(Excess) /short spent	**(0.08)**	**(0.09)**

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 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, 2026	March 31 2025
Discount rate	7.10%	6.60%
Expected rate of increase in compensation level of covered employees	7.00%	7.00%
Weighted 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.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

42. Employee benefits (Contd.)

B. **Details of actuarial valuation carried out on Balance Sheet date are as under:**

Amount recognised in the balance sheet consists of:

Particulars	March 31, 2026	March 31 2025
Present value of defined benefit obligations	76.12	59.24
Net liability arising from defined benefit obligations	76.12	59.24

Amounts recognised in statement of profit or loss in respect of gratuity scheme are as follows:

Particulars	March 31, 2026	March 31 2025
Current service cost	8.72	6.46
Past service cost	16.17	-
Interest cost	3.97	3.34
Total charge to statement of profit or loss	**28.86**	**9.80**

Amounts recognised in the other comprehensive income are as follows:

Particulars	March 31, 2026	March 31 2025
Re-measurement (gains)/losses arising from changes in financial assumptions	(3.69)	2.26
Re-measurement (gains)/losses arising from experience adjustments	(1.94)	0.69
Re measurement of the net defined benefit liability	**(5.63)**	**2.95**

The movement during the year of the present value of the defined benefit obligation was as follows:

Particulars	March 31, 2026	March 31 2025
Opening balance	**59.24**	**49.15**
Current service cost	8.72	6.46
Past Service Cost	16.17	-
Interest cost of scheme liabilities	3.97	3.34
Benefits (paid)	(6.35)	(2.66)
Re-measurement losses / (gains) arising from changes in financial assumptions	(3.69)	2.26
Re-measurement losses /(gains) arising from experience adjustments	(1.94)	0.69
Closing balance	**76.12**	**59.24**
Recognised under:		
Current provision	7.35	3.24
Non current provision	68.77	56.00

The gratuity scheme of the Company is unfunded hence there was no plan asset as at March 31, 2026 and March 31, 2025.

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, 2026	March 31 2025
Discount rate		
Increase by 0.50%	(4.47)	(2.93)
Decrease by 0.50%	2.65	2.91
Expected rate of change in compensation level of covered employees		
Increase by 0.50%	2.13	2.43
Decrease by 0.50%	(4.04)	(2.54)

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

42. Employee benefits (Contd.)

Particulars	March 31, 2026	March 31 2025
Mortality Rate		
Increase by 10%	0.02	0.01
Decrease by 10%	(0.02)	(0.01)
Attrition Rate		
Increase by 0.50%	0.12	(0.01)
Decrease by 0.50%	(0.13)	0.01

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.

D. Maturity Profile of Defined Benefit Obligation as under:

Particulars	March 31, 2026	March 31 2025
For the year ending 31-03-2026	-	3.22
For the year ending 31-03-2027	7.60	5.44
For the year ending 31-03-2028	4.13	3.10
For the year ending 31-03-2029	4.84	3.83
For the year ending 31-03-2030	5.30	3.90
For the year ending 31-03-2031/For the years ending 31-03-2031 through 31-03-2035	4.94	21.30
For the years ending 31-03-2032 through 31-03-2036	29.01	-

E. 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) Ultimate 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.

F. On November 21, 2025, the Government of India notified the four Labour Codes – the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 – consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. Based on information available, the Company has assessed and recognised the incremental impact of these changes aggregating to Rs. 16.17 millions under "Employee benefits expense" in the statement of profit and loss for the year ended March 31, 2026. The Company continues to monitor further developments, including the finalisation of Central/State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as necessary.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

43. Contingencies and commitments

(To the extent not provided for)"

(i) Contingent liabilities

Particulars	March 31, 2026	March 31 2025
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 *	-	184.65
- Indirect Tax demands	14.47	15.94
- Demand for employee state insurance (including interest)	8.51	8.17
Total	**23.97**	**209.75**
Payment made under protest against the above		
- Commercial sales tax of various states	0.43	0.43
- Income Tax demands *	-	36.61
- Indirect Tax demands	1.43	0.37
- Demand for employee state insurance	0.84	0.84
Total	**2.70**	**38.25**

* The Income Tax Department had carried out a search and seizure operation at the premises of the Company in November 2018. Subsequently, assessment orders dated September 21, 2021, were issued under Section 153A of the Income Tax Act for Assessment Years (AY) 2013-14 to 2018-19, which were later revised vide orders dated November 30, 2021, and December 01, 2021. Pursuant to these orders, tax demands aggregating to INR 232.56 million (including interest up to the date of demand) were raised on account of disallowance of certain expenses, over and above the income tax obligations estimated by the Company.

The Company had filed appeals against the said orders and had paid an amount of INR 46.51 million under protest. Based on records maintained and legal opinion obtained, the management was confident that the expenses disallowed were incurred wholly and exclusively for the Company's business purposes and were eligible for deduction. Accordingly, the disputed demand was disclosed as a contingent liability in previous years.

As at March 31, 2025 the Company had received appellate orders in its favour; however, the final effect orders had not been issued by the tax authorities from AY 2013-14 to AY 2015-16, therefore the matter was continued to be disclosed as a contingent liability as at March 31, 2025 for an amount accumulating to Rs 183.04 million in respect of these years along with amount paid under protest Rs 36.61 million.

Subsequently, during the year ended March 31, 2026, the Company has received final effect orders for all remaining three assessment years from AY 2013-14 to AY 2015-16, in its favour, so as a result there is no contingent liability in respect of this matter as at March 31, 2026.

(ii) Commitments

Particulars	March 31, 2026	March 31 2025
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account	0.68	0.33

44. Leases

(a) The right of use assets comprise of buildings taken on lease. The effective interest rate for lease liabilities is 9.27% as on March 31, 2026 (March 31, 2025 - 9.22%).

	Particulars	March 31, 2026	March 31 2025
(b)	Carrying value of right of use assets at the end of the reporting period (Refer Note 4)	4,221.98	4,550.15

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

44. Leases (Contd.)

(c) Analysis of Lease liabilities:

Movement of lease liabilities

Particulars	March 31, 2026	March 31 2025
Opening Lease liabilities	**4,828.94**	**4,444.19**
Addition during the year	1,358.63	1,750.96
Accretion of interest during the year	435.72	433.22
Cash outflow towards payment of lease liabilities	(1,923.72)	(1,728.98)
Deletion during the year on account of termination of lease agreements	(123.66)	(70.45)
Closing Lease liabilities	**4,575.91**	**4,828.94**

The table below summarises the maturity profile of the Company's lease liabilities based on contractual undiscounted payments:

Particulars	March 31, 2026	March 31 2025
Upto 12 Months	1,867.80	1,790.15
From 13 to 36 Months	2,740.75	2,894.06
More than 36 Months	687.03	963.72
Lease liabilities included in the Balance sheet		
Current	1517.81	1417.06
Non-Current	3058.10	3411.88
Total	**4,575.91**	**4,828.94**

(d) Impact on Statement of profit and loss:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on lease liabilities	435.72	433.22
Depreciation on right of use assets*	1,617.41	1,461.18
Gain on termination of lease arrangements	(19.07)	(6.47)

* includes depreciation on leasehold building.

(e) The Company applies short term lease recognition exemption for the following leases:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Lease rent as per Statement of profit and loss	758.79	701.02

45. Related party disclosures

(A) Name of Related Parties

i. **Enterprise controlling the Company:**
Ravi Modi Family Trust acting through its trustee, Modi Fiduciary Services Private Limited

ii. **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)

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

45. Related party disclosures (Contd.)

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
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, 2026	March 31 2025
Sale of products (net of returns) (including taxes)		
Shenayah Retail Stores Private Limited	439.47	415.95
Pranit Fashions	3.71	5.22
Vandana Enterprise	206.02	203.06
Total	**649.20**	**624.23**
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 charges)		
Shenayah Retail Stores Private Limited	0.23	0.27
Vandana Enterprise	1.63	1.55
Pranit Fashions	0.02	0.02
Total	**1.88**	**1.84**
Reimbursement of Expenses (advertisement charges, electricity expense, etc.)		
Shenayah Retail Stores Private Limited	0.02	0.06
Vandana Enterprise	0.03	0.15
Tarun Puri	-	0.02
Abanti Mitra	0.04	-
Manish Mahendra Choksi	0.04	-
Total	**0.13**	**0.23**
Interest Income		
Shenayah Retail Stores Private Limited	-	0.10
Others		
Shenayah Retail Stores Private Limited	0.01	0.02
Pranit Fashions*	-	0.00
Vandana Enterprise	0.26	-
Total	**0.27**	**0.02**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

45. Related party disclosures (Contd.)

Particulars	For the year ended March 31, 2026	March 31 2025
Security Deposit Received		
Shenayah Retail Stores Private Limited	-	15.00
Vandana Enterprise	**0.87**	**0.50**
Total	0.87	15.50
Security Deposit Refunded		
Shenayah Retail Stores Private Limited	-	11.50
Vandana Enterprise	0.64	-
Total	**0.64**	**11.50**
Salary to close member of KMP		
Vedant Modi	5.23	5.28
Total	**5.23**	**5.28**
Dividend Paid (Gross)		
Ravi Modi	13.51	14.35
Shilpi Modi	21.25	22.58
Usha Devi Modi*	0.00	0.00
Navin Pareek	0.04	0.05
Rahul Murarka	0.02	0.02
Ravi Modi HUF	311.05	330.49
Ravi Modi Family Trust	1,110.87	1,180.30
Total	**1,456.74**	**1,547.79**
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**

*Amount is below the rounding off norms adopted by the company.

The receivables from and payables to related parties are set out below:

Particulars		As at March 31, 2026	As at March 31, 2025
Receivable from:			
Pranit Fashions	Trade receivables	2.71	3.02
Shenayah Retail Stores Private Limited	Trade receivables	174.43	160.19
Vandana Enterprise	Trade receivables	60.18	55.98
Mohey Fashions Private Limited	Trade receivables	-	0.04
Sub Total		**237.32**	**219.23**
Payable to:			
Ravi Modi	Director's Remuneration payable	5.85	6.55
Shilpi Modi	Director's Remuneration payable	3.89	4.43
Sunish Sharma	Trade payable	2.07	1.71
Abanti Mitra	Trade payable	1.35	1.26

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

45. Related party disclosures (Contd.)

Particulars		As at March 31, 2026	As at March 31, 2025
Manish Mahendra Choksi	Trade payable	0.99	1.17
Tarun Puri	Trade payable	1.71	0.99
Total		**15.86**	**16.11**
Security Deposit Taken:			
Shenayah Retail Stores Private Limited		70.75	70.75
Vandana Enterprise		25.59	25.35
Pranit Fashions		1.20	1.20
Total		**97.54**	**97.30**

(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'.

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Salary & Allowances*		
Ravi Modi	34.20	34.80
Shilpi Modi	22.80	23.20
Total Directors' Remuneration	**57.00**	**58.00**
Navin Pareek	4.25	3.95
Rahul Murarka	10.02	9.00
Total KMP's Remuneration	**71.27**	**70.95**

* 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 is INR 4.23 million as on March 31, 2026 (INR 4.12 million as on March 31, 2025).

All transactions with related parties are priced on an arm's length basis.

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, 2026			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised Cost	Carrying Value
Financial Assets				
Investments	5,347.09	4,314.40	2,482.37	12,143.86
Trade receivables*	-	-	6,511.57	6,511.57
Cash and cash equivalents*	-	-	110.63	110.63
Other bank balances*	-	-	0.24	0.24
Other financial assets*	-	-	1,074.49	1,074.49
Total	**5,347.09**	**4,314.40**	**10,179.30**	**19,840.79**

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

46. Financial Instruments (Contd.)

Particulars	March 31, 2026			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised Cost	Carrying Value
Financial Liabilities				
Non-current security deposits*	-	-	1,301.68	1,301.68
Lease liabilities	-	-	4,575.91	4,575.91
Trade payables*	-	-	624.38	624.38
Other financial liabilities*	1.70	-	247.35	249.05
Total	**1.70**	**-**	**6,749.32**	**6,751.02**

Particulars	March 31, 2025			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised Cost	Carrying Value
Financial Assets				
Investments	6,467.32	2,930.12	1,111.75	10,509.19
Trade receivables*	-	-	6,186.12	6,186.12
Cash and cash equivalents*	-	-	172.11	172.11
Other bank balances*	-	-	0.19	0.19
Other financial assets*	0.60	-	991.88	992.48
Total	**6,467.92**	**2,930.12**	**8,462.05**	**17,860.09**
Financial Liabilities				
Non-current security deposits*	-	-	1,320.41	1,320.41
Lease liabilities	-	-	4,828.94	4,828.94
Trade payables*	-	-	1,023.42	1,023.42
Other financial liabilities*	-	-	221.23	221.23
Total	**-**	**-**	**7,394.00**	**7,394.00**

* 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.

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: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) including Net Asset Value (NAV).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

47. Fair Value Hierarchy (Contd.)

Particulars	Fair Value measuring at the end of the reporting year using			As at March 31, 2026
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in mutual funds	-	3,727.19	-	3,727.19
Investments in bonds and debentures	5,934.30	-	-	5,934.30
Derivative instruments	-	-	-	-
Total	**5,934.30**	**3,727.19**	**-**	**9,661.49**
Financial Liabilities				
Derivative instruments	-	1.70	-	1.70
Total	**-**	**1.70**	**-**	**1.70**

Particulars	Fair Value measuring at the end of the reporting year using			As at March 31, 2025
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in mutual funds	-	3,729.00	-	3,729.00
Investments in bonds and debentures	5,668.44	-	-	5,668.44
Derivative instruments	-	0.60	-	0.60
Total	**5,668.44**	**3,729.60**	**-**	**9,398.04**
Financial Liabilities				
Derivative instruments	-	-	-	-
Total	**-**	**-**	**-**	**-**

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) Investment in Mutual Fund - 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) 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.

e) 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 Financial Statements as at and for the year ended March 31, 2026

(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, 2026	As at March 31, 2025
Exposure Currency (USD)		
Trade receivables (INR in Million)1	40.03	70.35
Less: Forward Contracts outstanding	38.36	38.71
Net exposure	**1.67**	**31.64**
Exposure Currency (CAD)		
Trade receivables (INR in Million)2	0.01	0.65
Exposure Currency (GBP)		
Trade receivables (INR in Million)3	-	0.08

(1) For the year ended March 31, 2026, 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 0.32 Million for the year ended March 31, 2025) and increase/decrease in equity by INR 0.01 Million (INR 0.24 Million for the year ended March 31, 2025).

(2) For the year ended March 31, 2026, 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 0.01 Million for the year ended March 31, 2025) and increase/decrease in equity by INR 0.00 Million (INR 0.00 Million for the year ended March 31, 2025).

(3) For the year ended March 31, 2026, every percentage appreciation/depreciation in the exchange rate between the Indian rupee and GBP, 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, 2025) and increase/decrease in equity by INR 0.00 Million (INR 0.00 Million for the year ended March 31, 2025).

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,

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

48. Financial Risk Management (Contd.)

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 analyzes the derivative financial instruments into relevant maturity groupings based on the remaining maturity period.

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year		
Forward contract - to cover export receivables (Amount in USD Million)	0.41	0.45

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 6,511.57 Million and INR 6,186.12 Million as at March 31, 2026 and March 31, 2025 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 56.76 million and INR 50.85 million as at year ended March 31, 2026 and March 31, 2025 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 Financial Statements as at and for the year ended March 31, 2026

(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, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Upto 12 Months				
Trade payables	624.38	1,023.42	624.38	1,023.42
Lease Liabilities	1,867.80	1,790.15	1,517.81	1,417.06
Other financial liabilities	207.27	173.67	249.05	221.23
	2,699.45	**2,987.24**	**2,391.24**	**2,661.71**
From 13 to 36 Months				
Lease Liabilities	2,740.75	2,894.06	2,412.27	2,502.17
Other financial liabilities	282.77	298.36	240.28	248.33
	3,023.52	**3,192.42**	**2,652.55**	**2,750.50**
More than 36 Months				
Lease Liabilities	687.03	963.72	645.83	909.71
Other financial liabilities	1,677.62	1,753.16	1,061.40	1,072.08
	2,364.65	**2,716.88**	**1,707.23**	**1,981.79**
Total	**8,087.62**	**8,896.54**	**6,751.02**	**7,394.00**

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, 2026	As at March 31, 2025
Share capital	242.97	242.94
Other equity	19,400.39	17,620.16
Equity (A)	19,643.36	17,863.10
Cash and cash equivalents	110.63	172.11
Current investments	5,259.61	7,088.31
Other bank balances	0.24	0.19
Total fund (B)	5,370.48	7,260.61
Lease Liabilities (F)	4,575.91	4,828.94
Total debt (C)	4,575.91	4,828.94
Net debt (D=(C-B))	(794.57)	(2,431.67)
Total capital (equity + net debt)	18,848.79	15,431.43
Net debt to equity ratio (E=D/A)	*	*
Net debt (excluding lease liabilities) [G=(D-F)]	(5,370.48)	(7,260.61)
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 8.40% to 9.10% p.a as on March 31, 2026 (March 31, 2025 from 8.75% to 9.85% p.a). Cash credit facility is unsecured. The facility is unutlised as on March 31, 2026 and March 31, 2025.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(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) - Board of Directors for their 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, 2026	For the year ended March 31, 2025
India	14,099.17	13,502.03
Overseas	255.62	362.80
Total	**14,354.79**	**13,864.83**

The following table shows the carrying amount of segment assets by geographical area to which these areas are attributable :

Particulars	Carrying amount of non current assets*	
	As at March 31, 2026	As at March 31, 2025
India	6,723.17	7,040.07
Overseas	-	-
Total	**6,723.17**	**7,040.07**

* 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 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 Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

51. Share based payments (Contd.)

Movement of Options Granted

The movement of the options for the year is as given below:

Particulars	Tranche 1		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)
Options exercisable as at March 31, 2024	**29,871**	**172**	**11,557**	**343**	**3,38,345**	**400**	**25,058**	**858**
Options granted during the year	-	-	-	-	-	-	-	-
Options exercised during the year	(29,864)	172	(4,095)	343	(40,187)	400	-	-
Options lapsed during the year (Unvested)	(7)	172	(3,584)	343	(60,749)	400	-	-
Options exercisable as at March 31, 2025	-	-	3,878	343	2,37,409	400	25,058	858
Options granted during the year	-	-	-	-	-	-	-	-
Options exercised during the year	-	-	(750)	343	(28,344)	400	-	-
Options lapsed during the year (Unvested)	-	-		343	(18,722)	400	(843)	-
Options exercisable as at March 31, 2026	**-**	**-**	**3,128**	**343**	**1,90,343**	**400**	**24,215**	**858**

The weighted-average share price at the date of exercise for share options exercised in year ended March 31, 2026 was INR 724.56 (March 31, 2025: INR 1,068.30).

The weighted-average remaining contractual life of outstanding options as at March 31, 2026 and March 31, 2025 is 5.69 year and 6.65 years.

51.1 There were 2,00,895 (post split) number of vested options as on March 31, 2026 (March 31, 2025 - 1,11,452 (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.

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	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, 2026	For the year ended March 31, 2025
Employee Compensation Cost pertaining to share-based payment plans (in INR Million)	7.28	5.59

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

52. Ratio Analysis and its elements

Ratio

Particulars	March 31, 2026	March 31, 2025	% change from March 31, 2025 to March 31, 2026
Current ratio	3.67	4.01	(8.48%)
Debt- Equity Ratio	0.23	0.27	(14.81%)
Debt Service Coverage ratio	3.10	3.44	(9.88%)
Return on Equity	20.03%	22.93%	(12.65%)
Inventory Turnover ratio	8.28	8.14	1.72%
Trade Receivable Turnover Ratio	2.26	2.34	(3.42%)
Trade Payable Turnover Ratio	8.34	7.81	6.79%
Net Capital Turnover Ratio	1.42	1.15	23.48%
Net Profit ratio	26.16%	28.02%	(6.64%)
Return on Capital Employed	29.81%	34.34%	(13.19%)
Return on Investment	6.00%	7.27%	(17.47%)

Notes to the Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

Elements of Ratio

Ratio	Numerator	Denominator	March 31, 2026		March 31, 2025	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities	13,896.75	3,782.46	16,063.42	4,003.48
Debt- Equity Ratio	Debt (Borrowing + Lease liabilities)	Total Equity	4,575.91	19,643.36	4,828.94	17,863.10
Debt Service Coverage ratio	Earnings for Debt Service (Profit for the year + Finance cost + Depreciation - Profit on sale of property, plant and equipment + Loss on sale/ discard of property, plant & equipments - 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)	5,957.54	1,923.85	5,945.19	1,730.08
Return on Equity ratio	Profit for the year	Average Shareholder's Equity	3,755.43	18,753.23	3,884.72	16,940.95
Inventory Turnover ratio	Revenue from operations	Average Inventory	14,354.79	1,732.92	13,864.83	1,702.99
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivable	14,354.79	6,348.85	13,864.83	5,915.66
Trade Payable Turnover Ratio	Purchases during the year of raw materials, accessories and stock in trade + other expenses	Average Trade Payable	6,871.18	823.90	7,478.52	957.10
Net Capital Turnover Ratio	Revenue from operations	Working Capital *	14,354.79	10,114.29	13,864.83	12,059.94
Net Profit ratio	Profit for the year	Revenue from operations	3,755.43	14,354.79	3,884.72	13,864.83
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]	5,522.77	18,524.83	5,747.04	16,737.61
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	728.61	12,143.86	764.03	10,509.19

* Working capital has been calculated as current assets minus current liabilities.

Notes to the Financial Statements as at and for the year ended March 31, 2026

(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, 2026	March 31, 2025	% change from March 31, 2025 to March 31, 2026
Debt- Equity Ratio	-	-	Not Applicable
Debt Service Coverage ratio1	45,827.20	5,454.30	740.20%
Return on Capital Employed	36.47%	44.62%	(18.27%)

Reasons for variance of more than 25% in above ratios

1) Increase in debt service coverage ratio is due to increase in earnings on debt service and lower interest paid on others.

Elements of Ratio

Ratio	Numerator	Denominator	March 31, 2026		March 31, 2025	
			Numerator	Denominator	Numerator	Denominator
Debt- Equity Ratio	Debt (Borrowing)	Total Equity	-	19,643.36	-	17,863.10
Debt Service Coverage ratio	Earnings for Debt Service (Profit for the year + Finance cost + Depreciation - Profit on sale of property, plant and equipment + Loss on sale/discard of property, plant & equipments - 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 on others)	5,957.54	0.13	5,945.19	1.09
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]	5,087.05	13,948.92	5,313.82	11,908.67

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 Financial Statements as at and for the year ended March 31, 2026

(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, 2026, the amount recognised as refund liabilities for the expected returns is INR 1,139.49 Million and corresponding right of return asset is INR 396.97 Million (March 31, 2025: expected returns was INR 1,099.22 Million and corresponding right of return asset is INR 363.30 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 the comparable public companies' trading multiples method. 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 Financial Statements as at and for the year ended March 31, 2026

(All amounts are in INR Million, unless otherwise stated)

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.

55. Subsequent event

There are no material non-adjusting events after the reporting period till the date of issue of these financial statements (i.e. May 08, 2026) which require disclosure in 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: May 08, 2026

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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