

06th February, 2026

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

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

Sub.: Monitoring Agency Report issued by India Ratings & Research Private Limited for the utilization of funds raised through Qualified Institutions Placement for quarter ended December 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we have enclosed herewith the Monitoring Agency Report issued by the India Ratings & Research Private Limited, Monitoring Agency, appointed by the Company for monitoring the utilization of funds raised through Qualified Institutions Placement (QIP) for the quarter ended on December 31, 2025.

You are requested to take the same on record.

Thanking you,
YOURS FAITHFULLY,
FOR V2 RETAIL LIMITED

SHIVAM AGGARWAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above

Date: 5th February 2026

To,

V2 Retail Limited.

2nd Floor, 13, Sub. Major Laxmi Chand Road,

Maruti Udyog, Sector 18, Gurugram,

Sarhol, Harayana – 122015.

Subject: Monitoring Agency Report for the quarter ended 31st December 2025 in relation to Qualified Institutions Placement (QIP).

Dear Sir,

Pursuant to Regulation 173A (2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and Monitoring Agency Agreement dated 30th October 2025, please find enclosed herewith the Monitoring Agency Report, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of QIP, for the quarter ended December 31, 2025.

Request you to kindly take the same on records.

Thanking You,

For and on behalf of India Ratings & Research Private Limited

SHRIKANT  Digitally signed by
SHRIKANT GANDHI DEV
Date: 2026.02.05 16:53:25
+05'30'

Name: Shrikant Dev

Designation: Company Secretary

Report of the Monitoring Agency (MA)

Name of the issuer: **V2 Retail Limited**

For quarter ended: **31st December 2025**

Name of the Monitoring Agency: **India Ratings & Research Private Limited**

(a) Deviation from the objects: No deviation from the objects.

Based on the Management undertaking and as per the Statutory Auditor Certificate dated 5th February 2026 issued by Singhi & Co., Chartered Accountants (FRN – 302049E) having UDIN 26088926CYQYUF8066* and other documents provided to us, no deviation from the objects has been observed.

*The reference to the Statutory Auditor Certificate anywhere in the MA report refers to the said Certificate.

(b) *Range of Deviation*: Not Applicable.

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "*Comments of the Board of Directors*", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:

SHRIKANT GANDHI DEV Digital signature by SHRIKANT GANDHI DEV
Date: 2026.02.05 16:54:11 +05'30'

Name and designation of the Authorized Signatory: Shrikant Dev (Company Secretary)

Date: 5th February 2026.

1) Issuer Details:

Name of the issuer:	V2 Retail Limited
Names of the promoters:	<ul style="list-style-type: none"> • Ram Chandra Agarwal • Uma Agarwal
Industry/sector to which it belongs:	Retailer – Apparel

2) Issue Details:

Issue Period:	30 th October 2025 to 3 rd November 2025
Type of issue (public/rights):	Qualified Institutions Placement (QIP)
Type of specified securities:	18,74,414 Equity Shares of FV ₹ 10 each @ ₹ 2,134.00 per Equity Share.
IPO Grading, if any:	Not Applicable
Issue size:	INR 39,999.99 Lakhs

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Management undertaking, Statutory Auditor Certificate, Placement Document, Relevant Bank Statements.	No Comments	No Comments
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management undertaking, Statutory Auditor Certificate	NA	No Comments
Whether the means of finance for the disclosed objects of the issue has changed?	No	Management undertaking, Statutory Auditor Certificate	No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	NA	NA	No Comments	No Comments

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all Government/Statutory approvals related to the object(s) have been obtained?	NA	Management undertaking, Statutory Auditor Certificate	No Comments	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA	Management undertaking, Statutory Auditor Certificate	No Comments	No Comments
Are there any favorable events improving the viability of these object(s)?	No	Management undertaking, Statutory Auditor Certificate	No Comments	No Comments
Are there any unfavorable events affecting the viability of the object(s)?	No	Management undertaking, Statutory Auditor Certificate	No Comments	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No	Management undertaking, Statutory Auditor Certificate	No Comments	No Comments

4) Details of object(s) to be monitored:

i. Cost of object(s)-

Sr. No.	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) (INR Lakhs)	Revised Cost (INR Lakhs)*	Comments of the Monitoring Agency	Comments of the Board of Directors			
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made	
1	Funding working capital requirements of the Company	Management undertaking, Statutory Auditor Certificate, Placement Document, Relevant Bank Statements.	16,500.00	NA	Refer Below*	NA	NA	NA	
2	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company		13,500.00	NA		NA	NA	NA	
3	General Corporate Purposes		9,080.00	NA		NA	NA	NA	
TOTAL (A)			39,080.00						
Issue Expenses (B)			919.99	NA		NA	NA	NA	
TOTAL (A+B)			39,999.99						

*Note 1: As per placement document, the total estimated issue expenses were INR 919.99 lakh. Of this, INR 654.48 lakh has been utilized from the Monitoring Account. As informed by the company, the remaining amount of INR 265.51 lakh (including surplus of INR 41.91 Lakhs on account of actual issue expense being lower than estimated) is utilized towards General Corporate Purposes since as informed, the company spends the remaining issue expenses from the sources other than QIP proceeds. Below is the reconciliation for utilization under the head General Corporate Purpose:

Particulars	INR Lakhs
Amount as per Placement Document	9,080.00
Add: Surplus on account of actual issue expense being lower than estimated	41.91
Add: Amount added towards GCP for the Issue Expense spends from the sources other than QIP proceeds	223.60
Less: Excess spent towards Working Capital requirement adjusted from GCP	(25.26)
Actual Amount utilized towards GCP	9,320.25

ii. Progress in the object(s) –

Sr. No.	Item Head	Source of information/ certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (INR Lakhs)	Amount Utilized (INR Lakhs)			Total unutilized amount (INR Lakhs)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Funding working capital requirements of the Company	Management undertaking, Statutory Auditor Certificate, Placement Document, Relevant Bank Statements.	16,500.00	-	16,525.26	16,525.26	(25.26)	Refer above Note 1 on Page no. 4	No Comments	No Comments
2	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company		13,500.00	-	13,500.00	13,500.00	-	Refer Below*		
3	General Corporate Purposes		9,080.00	-	9,320.25	9,320.25	(240.25)	Refer above Note 1 on Page no. 4		
	Issue Expenses		919.99	-	654.48	654.48	265.51			
	TOTAL		39,999.99	-	39,999.99	39,999.99	-			

*The company has repaid the cash credit facilities by transferring the issue proceeds to cash credit account.

Correspondingly the cash credit limits are not reduced.

iii. Deployment of unutilized issue proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (INR Lakhs)	Maturity date	Earnings (INR Lakhs) #	Return on Investment (%) ^	Market Value as at the end of the quarter (INR Lakhs)
Not Applicable						

iv. Delay in implementation of the object(s)

Object(s)	Completion Date		Delay (no. of days/m onths)	Comments of the Board of Directors	
	As per the Offer Document	Actual		Reason of Delay	Proposed Course of action
Funding working capital requirements of the Company	Fiscal 2026	By 31 st Dec'25	NA	NA	NA
Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company	Fiscal 2026	By 31 st Dec'25	NA	NA	NA
General Corporate Purposes	Fiscal 2026	By 31 st Dec'25	NA	NA	NA

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No.	Item Head	Amount (INR Lakhs)	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
1	Vendor Payments	9,271.84	Management undertaking, Statutory Auditor Certificate, Placement Document, Relevant Bank Statements, Resolution of Fund raising Committee.	No Comments	No Comments
2	Statutory Dues (TDS)	48.13			
3	Bank Charges	0.28			
	TOTAL	9,320.25			

Disclaimer:

The MA Report is prepared by India Ratings. India Ratings has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable.

India Ratings declare that the MA Report is based on the format prescribed by the SEBI (ICDR) Regulations, 2018. This declaration forms part of and applies to each MA Report that is issued by India Ratings. The MA Report does not constitute an offer of services. Access or use of any MA Report does not create a client relationship between India Ratings and the Applicant or between India Ratings and User of the report.

This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments.

Please note that the information presented in the MA Report is based solely on the review of the requisite information, documents, papers, statements received from the Company with regard to the use of the Issue Proceeds including the status of implementation of the activities proposed to be funded out of the Issue proceeds as stated in the Prospectus. India Ratings has not verified any source of information such as invoices, ledgers or payment receipts and other documents either in normal course or in case of deviations from the objects, as the same is the duty of the management and the statutory auditors. India Ratings has relied in good faith and without any liability, upon the contents thereof. The user of the MA Report should understand that India Ratings does not perform an audit and undertakes no independent verification of any information/certifications/statements it receives from auditors, lawyers, chartered engineers or other experts, and relies on in its reports. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings. In issuing the MA Report, India Ratings may rely on the representations and certifications from the issuer and experts, including statutory auditors with respect to financial statements, attorneys with respect to legal and tax matters and other entities considered reliable by India Ratings. The Company shall be solely responsible and liable for any omission, commission, errors and misrepresentations in the contents of the Information provided to India Ratings. India Ratings disclaims any liability arising out of the contents of the information provided by the Company and in no event shall be held liable to anyone for any damages or claims arising out of such information.

India Ratings may rate the Company or any debt instruments or facilities issued or proposed to be issued by the Company that is subject matter of the MA Report.

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The issuance of the MA Report by India Ratings shall not constitute consent by the agency to use its name as an expert in connection with any registration statement, offering document or other filings under any relevant securities laws.

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