

Date: 11th December, 2025

To: National Stock Exchange of India Limited Exchange Plaza, C/1, Block G, Bandra-Kurla Complex, Bandra (East) Mumbai – 400 051 NSE Scrip Code : VMART	To: BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code : 534976
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**Subject: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/Ma'am,

We enclose the captioned disclosure in the prescribed form under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the acquisition of following securities by Mr. Madan Gopal Agarwal in accordance with the Regulation of 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- a) 1,97,33,161 Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. (CBSPL) being the Promoter Company of V-Mart Retail Limited.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking You
Yours faithfully.

Madan Gopal Agarwal

Encl: As above

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	V-Mart Retail Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Madan Gopal Agarwal		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited, and BSE Limited		
Details of the acquisition as follows	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2
Details of acquisition			
a) Shares carrying voting rights acquired/ sold	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/ released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2
After the acquisition, holding of:			
a) Shares carrying voting rights	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2

b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2	Indirect – Refer Annexure 2
Mode of acquisition	Transfer of Compulsory Convertible Debentures due to partition of HUF, without consideration through off market transaction		
Date of acquisition or date of receipt of intimation of allotment of shares, whichever is applicable	10 th December, 2025		
Equity share capital / total voting capital of the TC before the said acquisition / sale (Number of Shares)	7,94,39,025		
Equity share capital/ total voting capital of the TC after the said acquisition / sale (Number of Shares)	7,94,39,025		
Total diluted share/voting capital of the TC after the said acquisition (Number of Shares)	7,94,39,025		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Madan Gopal Agarwal
Signature of the Acquirer

Place: Gurugram
Date: 11th December, 2025

Annexure 2

Indirect transfer of holding in the TC amongst Promoter and immediate relatives thereof (Qualifying Persons)

Name of the Entity whose holding are proposed to be transferred	No. of Equity Shares held in TC	% of Equity holding in TC
Conquest Business Service Pvt. Ltd. (Note 1 & Note 2)	2,99,62,692	37.74%

Note 1

Current Equity Shareholding of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Equity Shares	% holding of CBSPL
Lalit Agarwal	70,998	71.00%
Sangeeta Lalit Agarwal	29,002	29.00%
Total	1,00,000	100.00%

Note 2

Proposed Transfer of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Compulsory Convertible Debentures held Prior to Transfer	Pre % holding of CBSPL	No. of Compulsory Convertible Debentures held Post Transfer	Post % holding of CBSPL
Lalit Agarwal	8,10,02,204	57.09%	8,10,02,204	57.09%
Sangeeta Lalit Agarwal	4,11,48,995	29.00%	4,11,48,995	29.00%
Madan Gopal Agarwal HUF	1,97,33,161	13.91%	-	-
Madan Gopal Agarwal	-	-	1,97,33,161	13.91%
Total	14,18,84,360	100.00%	14,18,84,360	100.00%