

June 29, 2022

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 under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") for acquisition of shares**

Dear Sirs,

Please find attached the intimation under Regulation 10(6) of the Securities and Exchange Board of India (SAST) Regulations, 2011 in the prescribed format, in respect of the acquisition of following shares:


- a) 12,77,275 Equity Shares of V-Mart Retail Limited ("**V-Mart**" or "**Target Company**" or "**TC**") being 6.46% of the paid-up share capital (Direct Acquisition).
- b) 27,261 Equity Shares and 3,86,79,875 Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. (**CBSPL**) being Promoter Company of V-Mart (Indirect Acquisition).

The details of the same are appended herein as Annexure I.

The acquisition is pursuant to inter-se transfer of shares amongst qualifying persons as specified in Regulation of 10(1)(a)(i) of Takeover Regulations.

This is for your information and records.  
Kindly acknowledge the receipt.

Thanking You,  
Yours faithfully,



**Lalit Madangopal Agarwal**  
**(Acquirer)**

Enclosed: As above

CC: **Company Secretary / Compliance Officer**  
**V-Mart Retail Limited**  
610-611, Guru Ram Dass Nagar, Main Market,  
Opp. SBI Bank, Laxmi Nagar,  
New Delhi, Delhi, 110092



## Annexure I

**Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	V-Mart Retail Limited NSE Scrip Code : VMART BSE Scrip Code : 534976	
2.	Name of the acquirer(s)	Mr. Lalit M Agarwal	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited, and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	The Acquirer has Directly and Indirectly acquired Equity Shares and Compulsory Convertible Debentures including voting right in TC.  1. Directly acquired 12,77,275 Equity Shares of the TC. 2. Indirect Acquisition as per details mentioned in <b>Annexure A.</b>	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Inter-se transfer of shares among immediate Relatives as envisaged in Regulation 10(1)(a)(1) of Takeover Regulations.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under theregulations. - date of filing with the stockexchange.	Yes, the disclosure was made within the timeline specified. The same was submitted to exchanges on 20 <sup>th</sup> June, 2022.	
7.	A. Details of acquisition - <b>Direct</b>	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Lalit M Agarwal HUF	Yes
	b. Date of acquisition	27 <sup>th</sup> June, 2022	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	12,77,275	Yes
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	6.46%	Yes
	e. Price at which shares are proposed to be acquired / actually acquired	N.A • Transfer of Equity Shares is due to partition of HUF, without consideration through off market transaction (Direct Acquisition). • Transfer of Equity Shares and Compulsory Convertible Debentures	Yes





			by way of Gift, without consideration through off market transaction (Indirect Acquisition).			
	<b>B. Details of acquisition - Indirect</b>		Refer - Annexure A		Yes	
8.	Shareholding details		Pre- Transaction		Post-Transaction	
			No. of sharesheld	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee(*)				
		Lalit M Agarwal	Nil	Nil	12,77,275	6.46%
	b	Each Seller / Transferor				
		Lalit M Agarwal HUF	12,77,275	6.46%	Nil	Nil



**Annexure A**

**Indirect transfer of holding in the TC amongst Promoter and immediate relatives there of (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)	74,90,673	37.92%

**Note 1**

Date of transaction: 27<sup>th</sup> June 2022

**Transfer of Equity Shares of Conquest Business Service Pvt. Ltd. ("CBSPL")**

Name of Shareholders	No. of Equity Shares held Prior to Transfer	Pre % holding of CBSPL	No. of Equity Shares held Post Transfer	Post % holding of CBSPL
Lalit Madangopal Agarwal	29,829	29.83%	57,090	57.09%
Madan Gopal Agarwal	9,164	9.16%		
Sangeeta Lalji Agarwal	29,002	29.00%	29,002	29.00%
Uma Devi Agarwal	18,097	18.10%		
Madan Gopal Agarwal HUF	13,908	13.91%	13,908	13.91%
<b>Total</b>	<b>1,00,000</b>	<b>100.00%</b>	<b>1,00,000</b>	<b>100.00%</b>

**Note 2**

Date of transaction: 27<sup>th</sup> June 2022

**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 Madangopal Agarwal	4,23,22,329	29.83%	8,10,02,204	57.09%
Madan Gopal Agarwal	1,30,02,470	9.16%		
Sangeeta Lalji Agarwal	4,11,48,995	29.00%	4,11,48,995	29.00%
Uma Devi Agarwal	2,56,77,405	18.10%		
Madan Gopal Agarwal HUF	1,97,33,161	13.91%	1,97,33,161	13.91%
<b>Total</b>	<b>14,18,84,360</b>	<b>100.00%</b>	<b>14,18,84,360</b>	<b>100.00%</b>

