

VGL Retail Ventures Limited
Special purpose consolidated balance sheet as at 31 March 2024
(All amount in USD, except share data and as stated otherwise)

Particulars	Notes	31 March 2024	31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	4	18,534,645	20,296,219
Capital work-in-progress	5	-	473,201
Right-of-use asset	6	10,281,793	5,448,617
Goodwill	7	10,657,979	-
Other intangible assets	7	16,992,646	16,519,996
Intangible assets under development	8	679,167	80,691
Financial assets			
Others	9	777,913	764,009
Non-current tax assets (net)	10	5,483	403,841
Deferred tax assets (net)	34	1,184,096	829,756
Other non-current assets	11	532,935	40,150
Total non-current assets		59,646,657	44,856,480
Current assets			
Inventories	12	38,488,066	48,704,386
Financial assets			
Investments	13	15,322,426	4,168,969
Trade receivables	14	35,958,838	26,128,636
Cash and cash equivalents	15	3,156,132	8,532,475
Bank balances other than above	16	1,057,913	12,273,436
Loans	17	22,646,657	14,127,639
Others	9	2,246,429	1,588,035
Other current assets	18	4,229,819	3,684,970
Total current assets		123,106,280	119,208,546
Total assets		182,752,937	164,065,026
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	46,821,633	46,821,633
Other equity			
Reserves and surplus	20	68,322,630	56,585,697
Items of Other comprehensive income	21	(2,388,873)	(2,640,683)
Total equity		112,755,390	100,766,647
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	6	7,876,319	3,334,541
Other financial liabilities	24	168,025	-
Deferred tax liabilities (net)	34	955,031	229,957
Total non-current liabilities		8,999,375	3,564,498
Current liabilities			
Financial liabilities			
Lease liabilities	6	2,265,189	2,477,431
Trade payables	23	41,235,994	43,370,175
Other financial liabilities	24	2,573,713	1,200,662
Other current liabilities	25	9,565,876	7,729,600
Provisions	22	4,503,908	4,418,421
Current tax liabilities (net)		853,493	537,592
Total current liabilities		60,998,173	59,733,881
Total liabilities		69,997,547	63,298,379
Total equity and liabilities		182,752,937	164,065,026

Significant accounting policies 3
The accompanying notes are an integral part of the consolidated financial statements.

As per our attached report of even date

For **B Khosla & Co.**
Chartered Accountants
ICAI Firm registration number: 000205C

For and on behalf of **VGL Retail Ventures Limited**

Sandeep Mundra
Partner
Membership No.: 075482
Place: Jaipur
Date: 11 June 2024

Ghanshyam Agrawal
Director

Place: Jaipur
Date: 11 June 2024

VGL Retail Ventures Limited**Special purpose consolidated statement of profit and loss for the year ended 31 March 2024****(All amount in USD, except share data and as stated otherwise)**

Particulars	Notes	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from operations	26	330,633,559	310,589,440
Other income	27	2,526,870	1,333,557
Total income		333,160,429	311,922,997
EXPENSES			
Purchases of stock-in-trade	28	128,114,024	131,280,897
Changes in inventories of finished goods	29	11,198,221	6,584,899
Employee benefits expense	30	54,268,693	49,715,964
Finance costs	31	287,663	305,008
Depreciation and amortisation expense	32	9,180,697	7,715,579
Other expenses	33	105,581,228	98,971,138
Total expenses		308,630,526	294,573,485
Profit before exceptional items and tax		24,529,903	17,349,512
Exceptional items		473,803	-
Profit after exceptional items		24,056,100	17,349,512
Tax expense	34		
Current tax		5,686,282	4,210,828
Deferred tax		(256,589)	(644,637)
Total tax expense		5,429,693	3,566,191
Profit for the year (A)		18,626,407	13,783,321
Other comprehensive income			
Items that will be reclassified to profit or loss			
(i) Exchange difference on translation of foreign operations		251,810	(1,640,462)
(ii) Tax relating to exchange difference on translation of foreign operations		-	-
Other comprehensive income for the year, net of tax (B)		251,810	(1,640,462)
Total comprehensive income for the year (A) + (B)		18,878,217	12,142,859
Of the total comprehensive income above			
- Profit for the year attributable to owners of the parent		18,626,407	13,783,321
- Other comprehensive income attributable to owners of the parent		251,810	(1,640,462)
Earnings per equity share			
Basic and diluted	35	0.40	0.29
Significant accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our attached report of even date

For **B Khosla & Co.**

Chartered Accountants

ICAI Firm registration number: 000205C

For and on behalf of **VGL Retail Ventures Limited****Sandeep Mundra**

Partner

Membership No.: 075482

Ghanshyam Agrawal

Director

Place: Jaipur

Date: 11 June 2024

Place: Jaipur

Date: 11 June 2024

VGL Retail Ventures Limited
Special purpose consolidated statement of changes in equity for the year ended 31 March 2024
(All amount in USD, except share data and as stated otherwise)

A. Equity share capital:

Particulars	Note	Amount
Balance as at 01 April 2023		46,821,633
Changes in equity share capital due to prior period errors		-
Restated balance as at 01 April 2023		46,821,633
Changes in equity share capital during the year	19	-
Balance as at 31 March 2024		46,821,633
Balance as at 01 April 2022		46,821,633
Changes in equity share capital due to prior period errors		-
Restated balance as at 01 April 2022		46,821,633
Changes in equity share capital during the year	19	-
Balance as at 31 March 2023		46,821,633

B. Other equity

For the year ended 31 March 2024:

Particulars	Reserves and surplus	Items of OCI	Total
	Retained earnings	Exchange difference on translation of foreign operations	
Balance as at 01 April 2023	56,585,697	(2,640,683)	53,945,014
Profit of the year	18,626,407	-	18,626,407
Other comprehensive income (net of tax)	-	251,810	251,810
Dividend paid during the year	(6,600,000)	-	(6,600,000)
Dividend distribution tax	(289,474)	-	(289,474)
Balance as at 31 March 2024	68,322,630	(2,388,873)	65,933,757

For the year ended 31 March 2023:

Particulars	Reserves and surplus	Items of OCI	Total
	Retained earnings	Exchange difference on translation of foreign operations	
Balance as at 01 April 2022	53,193,468	(1,000,221)	52,193,247
Profit of the year	13,783,321	-	13,783,321
Other comprehensive income (net of tax)	-	(1,640,462)	(1,640,462)
Dividend paid during the year	(9,970,000)	-	(9,970,000)
Dividend distribution tax	(421,092)	-	(421,092)
Balance as at 31 March 2023	56,585,697	(2,640,683)	53,945,014

Significant accounting policies

3

The accompanying notes are an integral part of the consolidated financial statements.

As per our attached report of even date

For **B Khosla & Co.**

Chartered Accountants

ICAI Firm registration number: 000205C

For and on behalf of **VGL Retail Ventures Limited**

Sandeep Mundra

Partner

Membership No.: 075482

Ghanshyam Agrawal

Director

Place: Jaipur

Date: 11 June 2024

Place: Jaipur

Date: 11 June 2024

VGL Retail Ventures Limited
Special purpose consolidated statement of cash flows for the year ended 31 March 2024
(All amount in USD, except share data and as stated otherwise)

Particulars	For year ended 31 March 2024	For year ended 31 March 2023
A. Cash flow from operating activities		
Profit for the year	24,056,100	17,349,512
Adjustments for:		
Depreciation and amortisation expense	9,180,697	7,715,579
Impairment of Property, plant and equipment (including Capital Work in Progress)	473,803	-
Share based payments to employees	1,198,594	1,022,293
Impairment losses on financial assets (Allowances for / write off doubtful debts and advances)	3,400,548	3,021,017
Gain on sale of property, plant and equipment	(4,784)	(8,090)
Remeasurement of fair value for contingent consideration	(872,737)	-
Interest income	(1,568,027)	(873,447)
Finance costs	287,663	305,008
Operating profit before working capital changes	36,151,857	28,531,872
Working capital adjustments:		
Increase in trade receivables	(12,613,695)	(3,956,549)
Increase in inventories	11,198,221	6,584,899
Increase in other assets	(1,467,308)	(15,106,976)
(Decrease)/Increase in trade payables, provisions, other current liabilities	(3,683,403)	85,942
Cash generated from operating activities	29,585,672	16,139,188
Income taxes paid (net)	(5,107,082)	(3,231,297)
Net cash from operating activities (A)	24,478,590	12,907,891
B. Cash flows from investing activities		
Acquisition of property, plant and equipment and intangible assets	(4,244,595)	(2,960,181)
Proceeds from sale of current investments	-	6,976,562
Payment for acquisition of subsidiary, net of cash acquired	(9,325,792)	-
Interest received	1,568,027	873,447
Purchase of current investments	(11,153,458)	-
Movement in deposits (net)	3,250,000	2,009,792
Net cash (used in)/generated from investing activities (B)	(19,905,817)	6,899,620
C. Cash flows from financing activities		
Dividend paid	(6,889,474)	(10,154,250)
Payment of lease liabilities	(3,078,534)	(2,789,940)
Finance costs paid	(74,595)	-
Net cash used in financing activities (C)	(10,042,602)	(12,944,190)
D. Impact of movement of exchange rates		
Exchange difference on translation foreign operations (D)	93,486	(34,483)
Net increase/(decrease) in cash and cash equivalents (A+B+C+D)	(5,376,343)	6,828,838
Opening balance of cash and cash equivalents	8,532,475	1,703,637
Closing balance of cash and cash equivalents	3,156,132	8,532,475
Cash and cash equivalent comprises		
Deposits with original maturity of less than three months	-	5,428,685
Balance with bank	3,144,746	3,095,530
Cash on hand	11,386	8,260
	3,156,132	8,532,475

Significant accounting policies

VGL Retail Ventures Limited

Special purpose consolidated statement of cash flows for the year ended 31 March 2024

(All amount in USD, except share data and as stated otherwise)

The accompanying notes are an integral part of the consolidated financial statements.

1 The Statement of cash flows has been prepared under the 'indirect method' as set out in Ind AS-7 "statement of cash flows", as specified under section 133 of the Companies Act, 2013.

2 Reconciliation of liabilities arising from financing activities:

Lease liabilities	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance of lease liabilities	5,811,971	4,721,435
Additions during the year	7,274,086	3,634,980
Interest expenses for the year	213,068	250,601
Payment of lease liability during the year	(3,231,263)	(2,789,940)
Exchange differences on translation of foreign operations	73,646	(5,106)
Closing balance of lease liabilities	10,141,508	5,811,971

For B Khosla & Co.

Chartered Accountants

ICAI Firm registration number: 000205C

For and on behalf of VGL Retail Ventures Limited

Sandeep Mundra

Partner

Membership No.: 075482

Place: Jaipur

Date: 11 June 2024

Ghanshyam Agrawal

Director

Place: Jaipur

Date: 11 June 2024

4 Property plant and equipment

Reconciliation of carrying amount

Particulars	Note	Leasehold land	Leasehold improvement	Building	Plant and equipment	Furniture and fixtures	Office equipment	Computers	Vehicles	Total
Balance as at 01 April 2022		12,627,658	3,568,732	292,685	10,384,005	1,643,484	1,496,352	2,336,062	210,802	32,559,780
Additions		-	15,841	-	348,782	147,805	35,207	220,462	6,147	774,244
Written off/disposals		-	(30,015)	-	-	-	-	(295)	-	(30,310)
Exchange differences on translation of foreign operations		-	(81,639)	-	(236,773)	(26,335)	(55,154)	(42,476)	(7,882)	(450,259)
Balance at 31 March 2023		12,627,658	3,472,919	292,685	10,496,014	1,764,954	1,476,405	2,513,753	209,067	32,853,455
Additions		-	67,945	-	238,976	169,715	255,570	140,458	47,755	920,419
Written off/disposals		-	(51,395)	-	-	(2,830)	-	(22,074)	(44,532)	(120,832)
Exchange differences on translation of foreign operations		-	26,726	-	79,612	8,983	18,987	15,910	2,715	152,934
Balance at 31 March 2024		12,627,658	3,516,195	292,685	10,814,602	1,940,823	1,750,962	2,648,046	215,005	33,805,976
Accumulated depreciation										
Balance as at 01 April 2022		-	2,531,215	11,382	3,029,632	1,257,976	909,555	1,978,810	120,816	9,839,386
Depreciation charge for the year	32	-	519,481	-	1,222,652	374,390	531,407	228,402	22,328	2,898,660
Exchange differences on translation of foreign operations		-	(45,409)	-	(73,545)	(18,205)	(4,810)	(32,985)	(5,856)	(180,810)
Balance at 31 March 2023		-	3,005,287	11,382	4,178,739	1,614,161	1,436,152	2,174,227	137,288	12,557,236
Depreciation charge for the year	32	-	364,298	-	1,733,990	103,433	270,544	178,867	23,357	2,674,488
Written off/disposals		-	-	-	-	(2,830)	-	(17,522)	(37,347)	(57,699)
Exchange differences on translation of foreign operations		-	23,899	-	38,262	7,154	13,034	12,664	2,292	97,305
Balance at 31 March 2024		-	3,393,484	11,382	5,950,991	1,721,918	1,719,730	2,348,236	125,590	15,271,331
Carrying amount (net)										
Balance as at 31 March 2023		12,627,658	467,632	281,303	6,317,275	150,793	40,253	339,526	71,779	20,296,219
Balance as at 31 March 2024		12,627,658	122,711	281,303	4,863,611	218,905	31,232	299,811	89,415	18,534,645

5 Capital work-in-progress

Reconciliation of carrying amount

Particulars	31 March 2024	31 March 2023
Opening balance	473,201	100,448
Additions during the year	36,050	778,012
Impairment loss	(473,803)	-
Capitalisation during the year	(35,448)	(405,259)
Closing balance	-	473,201

Ageing of Capital work-in-progress

As at 31 March 2024	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-

As at 31 March 2023	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	473,201	-	-	-	473,201

6 Right-of-use assets

Leases as lessee

Right-of-use assets related to leased properties that do not meet the definition of investment property:

Particulars	Note	land	Building	Total
As at 31 March 2024				
Balance as at 01 April 2023		35,650	5,412,967	5,448,617
Additions during the year		-	7,298,077	7,298,077
Depreciation charge for the year	32	-	(2,539,585)	(2,539,585)
Exchange differences on translation of foreign operations		-	74,684	74,684
Balance as at 31 March 2024		35,650	10,246,143	10,281,793
As at 31 March 2023				
Balance as at 01 April 2022		35,650	3,680,754	3,716,404
Additions during the year		-	3,756,264	3,756,264
Depreciation charge for the year	32	-	(1,959,989)	(1,959,989)
Exchange differences on translation of foreign operations		-	(64,062)	(64,062)
Balance as at 31 March 2023		35,650	5,412,967	5,448,617

As at Balance sheet date, the Company is not exposed to future cashflows relating to extension / termination options, residual value guarantees and leases not commenced to which lessee is committed. The total amount of cashflow on account of leases for the year has been disclosed in the consolidated cash flow statement of cash flows.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Amount recognised in profit or loss

Particulars	Note	31 March 2024	31 March 2023
Interest expense on lease liabilities	31	213,068	250,601
Expenses relating to short-term leases	33	1,521,956	1,794,524
		1,735,024	2,045,125

Amounts recognised in statement of cash flows

Particulars	Note	31 March 2024	31 March 2023
Total cash outflow for leases		3,078,534	2,789,940

The following is the movement in lease liabilities during the year:

Particulars	Note	31 March 2024	31 March 2023
Opening balance		5,811,971	4,721,435
Additions during the year		7,274,086	3,634,980
Interest expenses for the year	31	213,068	250,601
Payment of lease liability during the year		(3,231,263)	(2,789,940)
Exchange differences on translation of foreign operations		73,646	(5,106)
Closing Balance		10,141,508	5,811,971
Current		2,265,189	2,477,431
Non - current		7,876,319	3,334,540

As at Balance sheet date, the Company is not exposed to future cashflows relating to extension / termination options, residual value guarantees and leases not commenced to which lessee is committed. The total amount of cashflow on account of leases for the year has been disclosed in the consolidated cash flow statement of cash flows.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

7 Other intangible assets

Particulars	Note	Softwares (a)	Brands (b)	Broadcast rights (b)	Total (a) + (b) + (c)	Goodwill on consolidation
Balance as at 01 April 2022		11,734,668	-	11,840,150	23,574,818	-
Additions		5,413,311	-	-	5,413,311	-
Exchange differences on translation of foreign operations		(145,464)	-	(648,537)	(794,001)	-
Balance at 31 March 2023		17,002,515	-	11,191,613	28,194,128	-
Additions		588,189	2,823,417	912,422	4,324,028	10,657,979
Written off / disposals		-	-	(86,714)	(86,714)	-
Exchange differences on translation of foreign operations		78,589	1,453	212,778	292,820	-
Balance at 31 March 2024		17,669,293	2,824,870	12,230,099	32,724,262	10,657,979
Accumulated amortisation						
Balance as at 01 April 2022		7,037,387	-	1,920,438	8,957,825	-
Amortisation charge for the year	32	1,838,536	-	1,018,367	2,856,903	-
Exchange differences on translation of foreign operations		(97,992)	-	(42,604)	(140,596)	-
Balance at 31 March 2023		8,777,931	-	2,896,201	11,674,132	-
Amortisation charge for the year	32	2,575,644	282,799	1,108,181	3,966,624	-
Exchange differences on translation of foreign operations		43,514	147	47,199	90,860	-
Balance at 31 March 2024		11,397,089	282,946	4,051,581	15,731,616	-
Carrying amount (net)						
Balance as at 31 March 2023		8,224,584	-	8,295,412	16,519,996	-
Balance as at 31 March 2024		6,272,204	2,541,924	8,178,518	16,992,646	10,657,979

8 Intangible assets under development

Particulars	31 March 2024	31 March 2023			
Opening balance	80,691	3,362,955			
Additions during the year	991,038	2,515,816			
Capitalisation during the year	(392,562)	(5,656,739)			
Exchange differences on translation of foreign operations	-	(141,341)			
Closing Balance	679,167	80,691			
Ageing for Intangible asset under development:					
As at 31 March 2024	Amount in Intangible asset under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	679,167	-	-	-	679,167
As at 31 March 2023	Amount in Intangible asset under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	80,691	-	-	-	80,691

VGL Retail Ventures Limited

Notes to special purpose consolidated financial statements for the year ended 31 March 2024

(All amount in USD, except share data and as stated otherwise)

9 Financial assets - others		
Particulars	31 March 2024	31 March 2023
Non-current		
Security deposits - unsecured, considered good	777,913	764,009
Prepaid expenses	-	-
	777,913	764,009
Current		
Interest accrued on bank deposits	18,229	161,875
Interest accrued on loan	2,228,200	1,426,160
	2,246,429	1,588,035
10 Non - current tax assets (net)		
Particulars	31 March 2024	31 March 2023
Deposits with tax authorities	5,483	403,841
	5,483	403,841
11 Other non- current assets		
Particulars	31 March 2024	31 March 2023
Capital advances	352,959	-
Prepaid expenses	179,976	40,150
	532,935	40,150
12 Inventories		
Particulars	31 March 2024	31 March 2023
Finished goods	38,488,066	48,704,386
	38,488,066	48,704,386

13 Financial assets - investments

Particulars	31 March 2024	31 March 2023
Current investments		
Unquoted investments at FVTPL		
Investment in liquid mutual funds:		
JP Morgan Prime MM C3605 - 1,84,860.87 units (31 March 2023 - 93,505.59 units)	184,935	93,534
AGI Heritage Sel 3801 - 11,993,769.68 units (31 March 2023 - 62,787.87 units)	11,999,767	62,813.00
Goldman FS MM Inst 474 - 14,938.46 units (31 March 2023 - 14,183.80 units)	14,943	14,189
Goldman FS TR OB INS 468 - 21,03,815.24 units (31 March 2023 - 12,361.32 units)	2,103,815	12,361
Other deposits	258	-
Investment in corporate bonds:		
Indian Oil Corp 5.75% - Nil units (31 March 2023 - 1,620,000 units)	-	1,622,235
ONGC Videsh Ltd 3.75% - Nil units (31 March 2023 - 1,380,000 units)	-	1,378,137
NTPC Limited FGN 3.75% - 1,000,000 units (31 March 2023 - 1,000,000 units)	999,950	985,700
Advantage Bank Deposit FDIC- 18,758.8 units (31 March 2023 - Nil units)	18,759	-
Total current investment at FVTPL	15,322,426	4,168,969

Note:-

Aggregate amount of unquoted current investments	15,322,426	4,168,969
Aggregate amount of impairment in value of current investments	-	-

14 Financial assets - trade receivables

Particulars	31 March 2024	31 March 2023
Trade receivables		
Trade receivables considered good - unsecured	35,958,838	26,128,636
Trade receivables - credit impaired	3,876,338	3,653,959
Total trade receivables	39,835,176	29,782,595
Less: Loss allowance	(3,876,338)	(3,653,959)
	35,958,838	26,128,636

15 Cash and cash equivalent

Particulars	31 March 2024	31 March 2023
Balances with bank		
On current account	3,144,746	3,095,530
Deposits with original maturity of less than three months	-	5,428,685
Cash on hand	11,386	8,260
	3,156,132	8,532,475

16 Bank balances other than cash and cash equivalents*

Particulars	31 March 2024	31 March 2023
Deposits with banks with original maturity of more than three months but less than twelve months	1,057,913	12,273,436
	1,057,913	12,273,436

17 Financial Assets - loans

Particulars	Note	31 March 2024	31 March 2023
Current			
Loans to related parties	37	22,550,063	14,050,063
Other receivables		96,594	77,576
		22,646,657	14,127,639

18 Other current assets

Particulars	31 March 2024	31 March 2023
Unsecured, considered good		
Advances other than capital advances		
Advances to suppliers	801,973	742,546
Others		
Prepaid expenses	2,653,890	2,942,424
Balances with government authorities	773,956	-
	4,229,819	3,684,970

19 Equity share capital

Particulars	31 March 2024	31 March 2023
Authorised shares		
46,821,633 equity shares of USD 1 each (31 March 2023: 46,821,633 equity shares of USD 1 each)	46,821,633	46,821,633
	46,821,633	46,821,633
Issued, subscribed and fully paid-up shares		
46,821,633 equity shares of USD 1 each (31 March 2023: 46,821,633 equity shares of USD 1 each)	46,821,633	46,821,633
Total issued, subscribed and fully paid-up share capital	46,821,633	46,821,633

Reconciliation of number of shares outstanding at the beginning and at the end of financial year:

Equity shares of USD 1 each issued, subscribed and fully paid	31 March 2024		31 March 2023	
	No of shares	Amount	No of shares	Amount
Balance at the beginning of the year	46,821,633	46,821,633	46,821,633	46,821,633
Shares issued during the year	-	-	-	-
Balance at the end of the year	46,821,633	46,821,633	46,821,633	46,821,633

b) Terms / rights attached to equity shares

The Company has one class of equity shares having a par value of USD 1 per share (31 March 2023: USD 1 per share). Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of shareholding more than 5% shares in the Company:

Name of the shareholder	31 March 2024		31 March 2023	
	% of Holding	No. of shares	% of Holding	No. of shares
Vaibhav Global Limited	100	46,821,633	100	46,821,633

d) The ultimate holding company is Brett Enterprises Private Limited.**e) There are no bonus shares, shares issued for consideration other than cash or shares bought back during the period of five years immediately preceding the reporting date.****20 Other equity**

Particulars	Note	31 March 2024	31 March 2023
Reserves and surplus			
Retained earnings :			
Opening balance		56,585,697	53,193,468
Net profit for the year		18,626,407	13,783,321
Dividends		(6,600,000)	(9,970,000)
Dividend distribution tax		(289,474)	(421,092)
Closing balance		68,322,630	56,585,697

21 Items OCI (net of tax)**Exchange differences on translation of foreign operations**

Particulars	31 March 2024	31 March 2023
Opening balance	(2,640,683)	(1,000,221)
Movement during the year	251,810	(1,640,462)
Closing balance	(2,388,873)	(2,640,683)

Exchange differences on translation of foreign operations

This comprise of all exchange differences arising from translation of financial statements of foreign operations as well as from the translation of liabilities that hedge the Company's net investment in a foreign subsidiary.

Nature of reserves**a) Retained earnings**

Retained earnings comprises undistributed earnings after taxes.

VGL Retail Ventures Limited
Notes to special purpose consolidated financial statements for the year ended 31 March 2024
(All amount in USD, except share data and as stated otherwise)

22 Provisions

Particulars	31 March 2024	31 March 2023
Other provision		
Provision for expected sales returns	4,503,908	4,418,421
	4,503,908	4,418,421
Current	4,503,908	4,418,421
Non-current	-	-

23 Trade payables

Particulars	31 March 2024	31 March 2023
Trade payables	41,235,994	43,370,175
	41,235,994	43,370,175

24 Other financial liabilities

Particulars	31 March 2024	31 March 2023
Non- current		
Purchase consideration payable	168,025	-
	168,025	-
Current		
Purchase consideration payable	1,336,061	
Employee benefit payables	1,237,652	585,777
Other payables	-	614,885
	2,573,713	1,200,662

25 Other current liabilities

Particulars	31 March 2024	31 March 2023
Statutory dues payable	3,546,064	2,341,593
Advance from customers	2,589,064	2,489,002
Other liabilities	3,430,748	2,899,005
	9,565,876	7,729,600

26 Revenue from operations

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Sale of products	328,347,558	309,382,726
Other operating revenues		
- Subscription income	1,303,829	1,056,859
- Restocking fees	567,564	149,855
- Other miscellaneous operating revenues	414,608	-
Total revenue from operations	330,633,559	310,589,440

27 Other income

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest income on deposits	765,987	551,864
Interest income on borrowing to subsidiaries	802,040	321,583
Remeasurement of fair value for contingent consideration	872,737	-
Miscellaneous income	86,106	460,110
	2,526,870	1,333,557

28 Purchases of stock-in-trade

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Purchases of stock-in-trade	128,114,024	131,280,897
	128,114,024	131,280,897

29 Changes in inventories of finished goods

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Inventory at the beginning of the period		
Finished goods * #	49,379,359	56,573,728
Inventory at the end of the period		
Finished goods *	38,488,066	48,704,386
Gain on translation of stock at average rate	306,928	(1,284,443)
	11,198,221	6,584,899

* Finished goods includes goods purchased for re-sale, as both are stocked together.

Includes inventory amounting to USD 674,973 on account of acquisition made during the year (refer note 38)

30 Employee benefits expense

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Salaries, wages and bonus		45,751,436	41,542,961
Contribution to employee benefits funds		4,296,771	3,764,026
Share based payments		1,198,594	1,022,293
Staff welfare expenses		3,021,892	3,386,684
		54,268,693	49,715,964

31 Finance costs

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities		213,068	250,601
Other finance costs		74,595	54,407
		287,663	305,008

32 Depreciation and amortisation expense

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation of property, plant and equipment	4	2,674,488	2,898,660
Depreciation of right-of-use assets	6	2,539,585	1,960,016
Amortisation of intangible assets	7	3,966,624	2,856,903
		9,180,697	7,715,579

33 Other expense

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Rent	1,521,956	1,794,524
Rates and taxes	373,784	585,000
Design charges	244,612	227,383
Insurance	514,968	594,164
Travelling and conveyance	827,266	697,955
Legal and professional fees	46,219	846,487
Postage and telephone	359,238	369,299
Printing and stationery	112,531	104,679
Repairs and maintenance - others	936,083	368,823
Donation	648,560	602,280
Advertising and sales promotion	4,827,039	5,786,000
Security expenses	32,249	60,725
Directors sitting fees	11,766	11,650
Allowances for doubtful debts and advances (including written off) (net)	3,400,548	3,021,017
Content and broadcasting	51,101,722	45,529,794
Call handling and collection charges	12,304,217	11,800,588
Packing and distribution charges	24,334,040	22,784,220
Information technology expenses	2,159,323	1,762,800
Miscellaneous expenses	1,825,107	2,023,750
Total	105,581,228	98,971,138

34 Tax expenses

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	
a) Tax expense charged to statement of profit and loss			
Current tax	5,686,282	4,210,828	
Deferred tax attributable to origination and reversal of temporary differences	(256,589)	(644,637)	
	5,429,693	3,566,191	
Recognised deferred tax assets and liabilities			
b) Deferred tax assets and liabilities are attributable to the following:			
Particulars	31 March 2024	31 March 2023	
Property, plant and equipment	(1,662,749)	(1,501,180)	
Other items	1,891,814	2,100,979	
	229,065	599,799	
c) Movement in temporary differences			
Particulars	Property, plant and equipment	Other items	Total
Balance as at 01 April 2022	(2,000,787)	1,955,949	(44,838)
Recognised in profit and loss during the year	499,607	145,030	644,637
Balance as at 31 March 2023	(1,501,180)	2,100,979	599,799
Balance as at 01 April 2023	(1,501,180)	2,100,979	599,799
Recognised in profit and loss during the year	465,754	(209,165)	256,589
Recognised pursuant to business combination	(622,145)	-	(622,145)
Exchange differences on translation of foreign operations	(5,178)	-	(5,178)
Balance as at 31 March 2024	(1,662,749)	1,891,814	229,065

35 Earnings per share ("EPS")

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Basic and diluted earning per share		
The calculation of basic and diluted EPS is based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding		
i. Profit for the year, attributable to equity holders	18,626,407	13,783,321
ii. Weighted average number of equity shares for basic and diluted EPS		
Opening balance	46,821,633	46,821,633
Effect of share options exercised	-	-
Weighted average number of equity shares (diluted) for the year	46,821,633	46,821,633
iii. Basic and diluted earning per share	0.40	0.29

36 Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and the market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to equity shareholders.

The board of directors of the holding Company seeks to maintain a balance between the higher returns that might be possible with the higher level of borrowings and the advantages and security afforded by a sound capital position. The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as short term borrowing less cash and cash equivalents. Adjusted equity comprises of all components of equity. The Group's adjusted net debt to equity ratio as at 31 March 2024 is as follows:

Particulars	Note	31 March 2024	31 March 2023
Cash and cash equivalents	15	(3,156,132)	(8,532,475)
Bank balances other than cash and cash equivalents	16	(1,057,913)	(12,273,436)
Net debt		(4,214,045)	(20,805,911)
Equity share capital	19	46,821,633	46,821,633
Other equity - Reserves and surplus	20	68,322,630	56,585,697
Other equity - Items of Other comprehensive income	21	(2,388,873)	(2,640,683)
Total equity		112,755,390	100,766,647
Net debt to equity ratio		-3.74%	-20.65%

VGL Retail Ventures Limited (formerly Genoa Jewelers Limited)
Notes to special purpose consolidated financial statements for the year ended 31 March 2024
(All amount in USD, except share data and as stated otherwise)

37 Fair value measurements

(i) Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their carrying amounts are set out below:

As on 31 March 2024	Note	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value
Financial assets					
Cash and cash equivalents	15	-	-	3,156,132	3,156,132
Bank balances other than cash and cash equivalents	16	-	-	1,057,913	1,057,913
Loans	17	-	-	22,646,657	22,646,657
Trade receivables	14	-	-	35,958,838	35,958,838
Investments	13	15,322,426	-	-	15,322,426
Other financial assets	9	-	-	3,024,342	3,024,342
		15,322,426	-	65,843,882	81,166,308
Financial liabilities					
Trade payables	23	-	-	41,235,994	41,235,994
Lease liabilities		-	-	10,141,508	10,141,508
Other financials liabilities	24	-	-	2,741,738	2,741,738
		-	-	54,119,240	54,119,240
As on 31 March 2023					
	Note	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value
Financial assets					
Cash and cash equivalents	15	-	-	8,532,475	8,532,475
Bank balances other than cash and cash equivalents	16	-	-	12,273,436	12,273,436
Loans	17	-	-	14,127,639	14,127,639
Trade receivables	14	-	-	26,128,636	26,128,636
Investment	13	4,168,969	-	-	4,168,969
Other financial assets	9	-	-	2,352,044	2,352,044
		4,168,969	-	63,414,230	67,583,199
Financial liabilities					
Trade payables	23	-	-	43,370,175	43,370,175
Lease liabilities		-	-	5,811,972	5,811,972
Other current financials liabilities	24	-	-	1,200,662	1,200,662
		-	-	50,382,809	50,382,809

(ii) Fair value hierarchy

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

a) Level 1:

Level 1 hierarchy includes financial instrument measured using quoted prices. This includes listed equity instruments that have a quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period end.

b) Level 2:

If inputs required to fair value an instrument other than quoted prices included within Level 1 are observable, either directly (i.e., as prices) or indirectly (i.e., derived from prices), the instruments are included in Level 2.

c) Level 3:

If one or more of the significant inputs is not based on observable market data, the instruments is included in level 3.

Financial assets and liabilities measured at fair value- recurring fair value measurements

Financial Instruments	As at 31 March 2024		
	Level 1	Level 2	Level 3
Financial assets			
Investments (unquoted)	-	15,322,426	-
Total	-	15,322,426	-

Financial Instruments	As at 31 March 2023		
	Level 1	Level 2	Level 3
Financial assets			
Investments (unquoted)	-	4,168,969	-
Total	-	4,168,969	-

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

- Other non-current financial assets and liabilities: Fair value is calculated using a discounted cash flow model with income approach, unless the carrying value is considered to approximate to fair value.
- Trade receivables, cash and cash equivalents, other bank balances, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: Approximate their carrying amounts largely due to the short-term maturities of these instruments.

38 Business combinations

(a) Acquisitions during the year ended 31 March 2024

On 26 September 2023, Shop TJC Limited, UK had acquired 100% stake in Mindful Souls BV, Netherlands. The acquiree is engaged in the business of selling subscription boxes comprising fashion jewellery, gemstone, and lifestyle products. This acquisition will help Group in creating synergies through the deep sourcing and manufacturing abilities and will also strengthen the digital business.

(b) Consideration transferred

The following table summarises the acquisition date fair value of each major class of consideration transferred.

Particulars	Consideration Transferred
Cash	9,435,975.00
Deferred consideration	1,787,614.00
Contingent consideration	1,258,130.00
Total consideration	12,481,719.00

i. Deferred consideration

The Group has agreed to pay the selling shareholders an additional consideration of USD 1,787,614 in two year's time.

ii. Contingent consideration

The Group has agreed to pay the selling shareholders an additional consideration of USD 1,258,130 in a year's time subject to growth in quarterly revenue of Mindful Souls BV, Netherlands. Company has reversed an amount of USD 872,737 due to non-fulfillment of contractual terms and condition.

(c) Identifiable assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Mindful Souls BV, Netherlands as at the date of acquisition were:

Particulars	Fair value recognised on acquisition
Assets	
Other intangible assets	2,411,416
Other non current financial assets	1,230
Inventories	650,192
Cash and cash equivalents	1,678,433
Other assets	125,077
Total assets	4,866,348

VGL Retail Ventures Limited (formerly Genoa Jewelers Limited)
Notes to special purpose consolidated financial statements for the year ended 31 March 2024
(All amount in USD, except share data and as stated otherwise)

Liabilities	
Trade payables	1,547,495
Other current liabilities	378,600
Other liabilities	357,991
Current tax liabilities	136,377
Total liabilities	2,420,463
Net assets	2,445,885
% Holding by Parent Company	100%
Total identifiable net assets at fair value	2,445,885
Goodwill (excluding deferred tax) (A)	10,035,834
Purchase consideration transferred	12,481,719
Deferred tax recognised on difference between carrying value and fair value (DTL) (B)	622,145
Goodwill (including deferred tax impact) (A+B)	10,657,979

From the date of acquisition, Mindful Souls BV, Netherlands has contributed USD 9,100,547 of revenue and USD 1,152,824 to the profit of the Group for the year ended 31 March 2024. However, Revenue and profit of the combined entity for the current reporting period as if the combination had taken place at the beginning of the year is impracticable to determine, as the financial year of the of Mindful Soul BV Netherlands before acquisition is different from the Group.

- 39 During current year, Shop TJC Limited, UK (Wholly owned step down subsidiary of Vaibhav Global Limited) acquired assets from Ideal World Ltd against the payment of USD 1,413,976. Details of assets are as below:

Particulars	Value of assets acquired
Broadcast rights	912,360
Brand	412,001
Plant and equipment	89,615
Total	1,413,976

40 Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Group and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in respective notes.

Risk management framework

The Group being driven by the market forces, its businesses are subject to several risks and uncertainties including financial risks. The Group's documented risk management policies act as an effective tool in mitigating the various financial risks to which the business is exposed to, in the course of their daily operations.

The risk management policies cover areas around all identified business risks including commodity price risk, foreign exchange risk etc., Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Group has in place risk management processes in line with the Group's policy. Each significant risk has an owner, who coordinates the Risk Management Process.

The risk management framework aims to:

- Better understand our risk profile;
- Understand and better manage the uncertainties which impact our performance;
- Contribute to safeguarding Group value and interest of various stakeholders;
- Ensure that sound business opportunities are identified and pursued without exposing the business to an unacceptable level of risk;
- Improve compliance with good corporate governance guidelines and practices as well as laws and regulations, and
- Improve financial returns

Treasury management

The Group's treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

Treasury management focuses on capital protection, liquidity maintenance and yield maximization. The treasury operates as per the delegation of authority from the Board. Day-to-day treasury operations are managed by Group's finance team. Long-term fund raising including strategic treasury initiatives are handled by a Treasury team. A monthly reporting system exists to inform senior management of investments, debt, currency. The Group has a strong system of internal control which enables effective monitoring of adherence to Group's policies.

Financial Risk

The Group's Board approved financial risk policies comprise liquidity, currency, interest rate and counterparty risk. The Group does not engage in speculative treasury activity but seeks to manage risk and optimise interest through proven financial instruments.

(a) Liquidity

The Group requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects. The Group generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short-term as well as in the long-term.

The Group remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening balance sheet. The maturity profile of the Group's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Group.

Financial Liabilities	Note	As on 31 March 2024			Total
		< 1 Year	1 - 3 Year	>3 Year	
Trade and other payables	23	41,235,994	-	-	41,235,994
Lease liabilities		2,265,189	7,876,319	-	10,141,508
Other financials liabilities	24	2,573,713	168,025	-	2,741,738
Total		46,074,896	8,044,344	-	54,119,240

Financial Liabilities	Note	As on 31 March 2023			Total
		< 1 Year	1 - 3 Year	>3 Year	
Trade and other payables	23	43,370,175	-	-	43,370,175
Lease liabilities		2,477,431	3,334,541	-	5,811,972
Other financials liabilities	24	1,200,662	-	-	1,200,662
Total		47,048,268	3,334,541	-	50,382,809

(b) Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks, short-term investments, foreign exchange transactions and other financial assets. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Trade receivable

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are wholesale or end-user customer, their geographic location, trade history with the Company. An impairment analysis is performed quarterly. The calculation is based on historical experience/ current facts available in relation to default and delays in collection thereof.

The management historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. Refer note 14 for exposure to trade receivables.

Financial assets other than trade receivables

With regards to other financial assets with contractual cash flows other than trade receivable, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected credit loss has been provided on these financial assets. Defined limits are in place for exposure to individual counterparties in case of mutual funds schemes. The carrying value of other financial assets other than cash and bank represents the maximum credit exposure.

VGL Retail Ventures Limited (formerly Genoa Jewelers Limited)
Notes to special purpose consolidated financial statements for the year ended 31 March 2024
(All amount in USD, except share data and as stated otherwise)

41 Exceptional items

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Impairment of Capital Work in Progress in Shop LC Global Inc., USA*	5	473,803	-
		473,803	-

* Exceptional item represents impairment of capital work in progress amounting to USD 473,803 in Shop LC USA (wholly owned step-down subsidiary) associated with proposed construction of building. Management has evaluated various factors including but not limited to financial viability, market dynamics, and strategic alignment and determined that the project is currently no longer beneficial to the group.

As per our attached report of even date

For B Khosla & Co.
Chartered Accountants
ICAI Firm registration number: 000205C

For and on behalf of **VGL Retail Ventures Limited**

Sandeep Mundra
Partner
Membership No.: 075482

Ghanshyam Agrawal
Director

Place: Jaipur
Date: 11 June 2024

Place: Jaipur
Date: 11 June 2024