



**TRANSCRIPT OF 20<sup>TH</sup> ANNUAL GENERAL MEETING OF  
VEDANT FASHIONS LIMITED**

**Navin Pareek:** Good afternoon and Namaskar, Ladies and Gentlemen.

I Navin Pareek, the Company Secretary and Compliance Officer of Vedant Fashions Limited, welcome you all to the 20th Annual General Meeting of the company.

The meeting is being held through video conferencing.

This is in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The proceedings of this meeting are being webcast live for all our shareholders. As per the details provided in the notice to the Annual General Meeting.

We have made necessary arrangements for recording this meeting for compliance purposes.

Ladies and gentlemen, the company has in accordance with the provisions of the Companies Act 2013 And SEBI LODR regulation 2015 have provided the facility to the members to exercise their right to vote both through remote voting facility and e-voting during the annual general meeting.

Remote E- voting facility was made available from 5th September 2022 at 9am till 5pm on 7th September 2022. To all the members holding shares as on the cutoff date, that is 1st September 2022.

Members joining the meeting through video conferencing facility who have not yet cast their vote by means of remote E- voting may vote through the E-voting facility provided at this Annual General Meeting.

The E- voting platform is open now for voting and will close 15 minutes from the time of closure of this meeting. The members who have cast their votes by remote E- voting prior to this meeting are requested not to cast their vote once again. The Register of directors and key managerial personnel and their shareholding and register of contracts or arrangements in which directors are interested are available for inspection electronically on request made. As the AGM is being held through video conferencing, the facility for appointment of proxies by the members is not applicable. Hence, the proxies register for inspection is not available.

The board of directors have appointed Shri Anil Kumar Dubey, Partner, M/s M & A Associates as the scrutinizer for this meeting, based on the report of the scrutinizer the combined results of remote E-voting and E voting done at the meeting today will be announced and displayed on the website of the company and will also be submitted to the stock exchanges as per the requirements under the SEBI regulations.

Now with the permission of the Chairman sir, I would like to carry forward with the proceedings of the meeting.



The number of participants on this video conferencing required for the Quorum of this meeting are present. I therefore with the permission of the chairman sir, declare the meeting valid and open.

I would like to introduce the board of directors of the company also stating the location from which they are participating.

I would like to start with Shri Ravi Modi, Chairman and Managing Director of the company and chairman of this meeting. He is also the chairman of risk management committee and Corporate Social Responsibility Committee. He is also a member of audit committee and stakeholder relationship committee, he is participating in this meeting from Kolkata.

Smt. Shilpi Modi, the whole-time director of the company, she is also a member of stakeholders relationship committee and Corporate Social Responsibility Committee. She is participating in this meeting from Kolkata.

Shri Manish Mahendra Choksi, Independent director of the company. He is also a member of audit committee nomination and remuneration committee and risk management committee. He is participating in this meeting from Kolkata.

Miss Abanti Mitra, Independent director of the company, she is also the chairperson of audit committee and stakeholders relationship Committee. She is participating in this meeting from Kolkata.

Shri Tarun Puri, Independent director of the company, he is chairperson of the nomination and remuneration committee and member of risk management committee and Corporate Social Responsibility Committee. He is participating in this meeting from Kolkata.

Shri Sunish Sharma, Non-executive director of the company he is also a member of nomination and remuneration Committee. He is participating in this meeting from Mumbai.

All the directors are present in this meeting.

I would also like to highlight few other names who are present in this meeting, Mr. Rahul Murarka, Chief Financial Officer, Mr. Sanjay Agarwal and Mr. Bhaswar Sarkar representative of our statutory auditor, Mr. Vivek Mishra, secretarial auditor and Mr. Anil Kumar Dubey scrutinizer are also present at this meeting. Now I request Chairman sir to address the shareholders.

**Chairman:** Thank you, Navin.

Dear Shareholders, Good Afternoon and Namaskar.

On behalf of Vedant Fashions Limited, I am happy to welcome you all to the 20th annual general meeting of your company and First Annual General Meeting after a very successful IPO and listing on the stock exchanges in February 2022.



At the outset, I am deeply grateful to all our investors and other stakeholders for their valuable trust in our vision and capabilities.

In 1999, we started our journey with an objective that was beautifully embedded in our tagline, earn your respect, and ventured into men's ethnic wear, the company got incorporated in 2002 in Kolkata. What followed was a full swing detailed operation thriving from 2008 and since then, the company has grown dynamically over the years.

With small but definitive steps. Right from the beginning, we have traversed an exciting journey and have emerged as India's largest celebration wear company with Manyavar being a category creator, and leader in the men's branded Indian wear and celebration wear.

We have multiple other brands in our portfolio such as Mohey, Twamev, Manthan and Mebaz, which are positioned to cater to the aspirations of customers across different demographic segments.

The performance of our brands has been very encouraging in all these years, and they are gaining further market attraction.

Our vision is to instill a pride for wearing Indian wear and mission is to be a dominant player in Indian wedding and celebration where space across gender and age.

We believe we have developed a strong brand identity through effective brand advertising and distinct marketing campaigns for our brands. We attempt to connect with our customers at an emotional level through subtle messages that our customers can relate to.

We have conducted marketing and branding campaigns with megastar Shri Amitabh Bachchan and youth icon Miss Alia Bhatt, Mr. Ranveer Singh, and Mr. Karthik Aryan to enhance our brand salience.

We promote Indian culture and it's time-honored values both in India and overseas. Our range of ethnic wear brings happiness and the rare feeling of being anchored to one's roots.

This is just a beginning, and your encouragement and support will inspire us to create and launch more iconic brands and expand our brand outreach further in India and other parts of the world.

You are all aware that for the last two years, the pandemic posed an overwhelming challenge for economies and businesses in India and worldwide, particularly retail and customer driven businesses what impacted the most. Our business was also impacted by a subdued demand scenario, going to a COVID related mobility restrictions, supply chain constraints and an overall high inflationary environment.

Despite headwinds we received, achieved strong financial revenue and returns during the reporting year, financial year 2022.



We reported revenue from operations of INR 1041 crores, delivering a very strong growth of 84.3% compared to financial year 2021.

Happy to share that your company reported best in class flat margin of 13.3% that is INR 315 crores with a significant growth of 136.9% that is INR 182 Crores compared to financial year 2021.

I must also emphasize the fact that your company has reported industry leading ROCE of 75.3% pre-tax during financial year 2022.

With the waning of the COVID impact and lifting of mobility restrictions, we are seeing robust performance in our store network. We expect this trend to continue and strengthen in the financial year 2023.

The branded apparel market in India has tremendous potential to grow. Our strategy is to leverage this opportunity by creating an aspirational brand portfolio that serves as a one stop destination for every family's celebration wear needs.

Our growth strategy revolves around a few core focus areas, focus detail expansion in India and overseas. Enhancement of brand appeal through targeted marketing initiatives. Explore upselling and cross selling initiatives. Significant potential and space for growth of our existing and emerging brands.

We are planning to grow our retail space footprint to 22 lakh square feet in the next few years and leverage on the E commerce boost by adopting an omni channel strategy.

We are committed to giving back to society in more ways than one with specific emphasis on the economically marginalized population of rural India. Our focus is on promoting basic literacy and health care, creating sustainable livelihoods and getting involved in government welfare schemes.

Your company is also strengthening its ESG commitment by empowering artisans and the community through contributions through dedicated organizations that work towards empowerment of underprivileged people.

We are building a sustainable and value accretive business and I must thank all our teams for their dedication and efforts. We have moved forward taking all challenges in our strides, building a deeper emotional connect with our customers, and embellishing their special moments with creativity and finesse.

Your company has an experienced board and an efficient leadership team to steer our business forward.

The four strategic pillars of our value creation efforts will continue to be transparency, efficiency, consistent use of technology and innovation and above all, inclusive growth for all.



That we proudly call Manyavar Pariwar, we are very happy to share that the board of directors have recommended an annual dividend of INR Five per equity share for FY 22 subject to the approval of all shareholders.

We are committed to deliver exceptional value for all our customers, business partners, shareholders and the community with a long-term focus and thereby providing sustainable growth to all who are part of the value chain system.

Gratefulness for us is the defining emotion of the moment. We are grateful to be doing business in a country which is going to see phenomenal growth in the coming years. We are grateful to be part of the land which is poised to become the world leader in every field. We don't think but are confident that tomorrow belongs to India and so to everything Indian, we are grateful that we deal with something that belongs to the core of Indian culture and that helps unify the diversity of the land. grateful to our stakeholders, grateful to all.

I look forward to the years ahead with confidence. Thank you Namaskar.

Now I request the company secretary to carry out further proceedings of the meeting.

**Navin Pareek:** Thank you Sir.

Ladies and gentlemen. The notice dated 8th August, 2022 convening this Annual General Meeting and a copy of the annual report for the financial year ended 31st March 2020 to have already been circulated to the members of the company.

They are no qualifications or adversity remark in the auditor's report on consolidated or standalone financial statements for the financial year 21-22. Further there is no qualification or adverse remark in the secretarial audit report issued by the secretarial auditor for the financial year ended March 31 2022.

With the permission of the chairman sir, can I read the agenda items as set out in the notice of the AGM.

The agenda item as set out in the notice of the AGM are

*Item number one-* ordinary resolution- adoption of audited both standalone and consolidated financial statements of the company for the financial year ended 31st March 2022 and the reports of the board of directors and auditors they are on.

*Item number two-* ordinary resolution- declaration of dividend of rupees five per fully paid equity share of rupees one each for the financial year ended March 31st 2022 as the finance as the final dividend for the financial year 2021- 22.

*Item number three-* ordinary resolution- reappointment of Smt. Shilpi Modi, DIN 00361954, Director who retires by rotation.



*Item number four-* ordinary resolution- appointment of BSR & company LLP Chartered Accountants as statutory auditors of the company for a term of five consecutive years and to fix their remuneration.

Since Mr. Ravi Modi, chairman is interested with respect to the next business, May I now request Mr. Manish Mahendra Choksi to take the Chair.

**Manish Mahendra Choksi:** Thank you, Navin.

*Item Number five-* ordinary resolution- approval for a related party transaction pertaining to appointment of Mr. Vedant Modi to the office or place of profit in the company.

Now I request Chairman sir to take up the other business items of today's meeting.

**Chairman** Thank you. Navin. You can go ahead please.

**Navin Pareek:** *Item number six-* special resolution-ratification of the employee stock option scheme.

*Item number seven-* special resolution- ratification of extension of benefits of the employee stock option scheme to the employees of the group companies.

As all the resolutions are taken up and read.

Now let's move to the speaker session and I would request the K-fin tech team to initiate the same. Each speaker will have a maximum of two minutes to express his or her view. I would like to highlight to the speakers that when I take your name, your mic will be unmuted, you will have to also unmute the audio and start the video from your end to start speaking. So I hope everything goes well and we will be able to have a very useful interaction.

**Moderator:** Thank you, sir. There's a moderator here. I will bring the pre-registered speakers who are currently available one by one. The first registered speaker is Mr. Aruna Rungta from Kolkata. I would request speaker Mr. Aruna to unmute your audio and switch on your camera to proceed further. Thank you.

I would request the speaker Mr. Aruna to unmute and proceed with query, Oh, sir still you're on mute. I would request you to unmute. Yes, you can proceed sir.

We are not getting your audio, if you have connected your headset or Bluetooth or once you joined then you may remove that, and you can continue.

**Aruna Rungta:** Hello.

**Moderator:** Yes, you're audible now.

**Aruna Rungta:** Yeah, yeah. Namaskar Vedant Fashions, directors, company secretary and CFO. My question to the board is how the business has evolved post COVID pandemic.



**Moderator:** Thank you. You have any other questions?

**Aruna Rungta :** No, it's okay.

**Moderator:** Okay sir, thank you. We will move to the next to the next registered speaker so the next register speaker is Shashi Prakash Narsaria from Kolkata, I would request Mr. Shashi Prakash to unmute your audio and switch on your camera to proceed further thank you. Mr. Shashi Prakash you have unmuted, you can proceed with query.

**Shashi Prakash:** Good afternoon all the directors and shareholders of the company. I would like to know the future prospects of the company in terms of opening new EBS stores of the company.

**Moderator:** Thank you sir with this, we have completed the Q&A session with the pre-registered speakers. Now we are handing over the session back to you. Thank you.

**Navin Pareek:** So I would request Chairman sir to reply to the queries.

**Chairman:** Thank you. Aruna ji Rungta for believing and investing in us. We are seeing a very strong traction across our format, across our stores, across cities, across states. In our business, it has come back very strongly after the pandemic. Even cities like Delhi and Mumbai, which were badly hit during the pandemic have come back very strongly. We had registered a 25% SSD growth in Q1 of FY 23 versus FY 21st quarter. So we are seeing business coming back fully and that is also resonating with the footfalls at stores. Thank you once again for believing in us.

The second question again, thank you Shashi ji Narsaria ji for believing and investing in us. We are aiming to double our footprint in the coming few years. Historically, we have grown our footprint by 15 -16% CAGR in the last few years. We will maintain that momentum in the coming few years also. Thank you.

**Navin Pareek:** Can I move ahead?

**Chairman:** Yes, you can move ahead.

**Navin Pareek:** I request all the members to cast their votes at the meeting electronically who had not voted in remote E- voting for all the resolutions set out in the notice of this meeting. Let me remind you that voting will close after 15 minutes from the time of closure of this meeting.

The resolutions as set forth in the notice shall be deemed to be pass today subject to receipt of requisite number of folds. The same would be placed on the website of the company BSE limited, National Stock Exchange of India Limited and M/s. K-fin Technologies Limited.

I would now like to propose a vote of thanks to the chair.



**Chairman:** Thanks Navin. As I conclude, I would like to once again thank all the shareholders on behalf of all members of the board for your continued trust and support in all our endeavors. With this, with your permission I would like to close this meeting with you have happy festive season ahead.

Thank you Namaskar. Jai Hind!