



Ref No: CS/S/L-520/2021-22

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25th August, 2021

To: The Listing Department NATIONAL STOCK EXCHANGE OF INDIA LIMITED "Exchange Plaza" Bandra-Kurla Complex, Bandra (E), Mumbai-400 051 Scrip Code: VMART Fax: 022-26598120 Email: cmlist@nse.co.in	To: The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip code: 534976 Fax: 022-22723121 Email: corp.relations@bseindia.com
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Sub: Proceedings of the 19th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule-III of the SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015, please find enclosed herewith the proceedings of the 19th Annual General Meeting of the Company held on Wednesday, 25th August, 2021 at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

We request you to kindly take the same on record.

Thanking you,

For V-Mart Retail Limited


Megha Tandon
Company Secretary



Encl: As above

V-MART RETAIL LTD.

CIN- L51909DL2002PLC163727

Corporate Office : Plot No. 862, Udyog Vihar, Industrial Area Phase V, Gurgaon - 122 016 (Haryana)
Tel. : 0124-4640030, Fax No. : 0124-4640046 - Email : info@vmart.co.in - Website : www.vmart.co.in
Registered Office : 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi - 110092



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**SUMMARY OF PROCEEDINGS OF THE 19TH ANNUAL GENERAL MEETING OF V-MART
RETAIL LIMITED**

The 19th Annual General Meeting of the members of V-Mart Retail Limited was held on Wednesday, 25th August, 2021 at 10:00 A.M. through video conference or other audio-visual means (VC / OAVM) in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020, and the General Circular No. 17/2020 dated 13th April, 2020, issued by Ministry of Corporate Affairs ("MCA") and SEBI through its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 along with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020.

Ms. Megha Tandon, Company Secretary of the Company welcomed the members and others present at the 19th Annual General Meeting of the Company through VC / OAVM.

Further, she informed the members that the Company had engaged the services of Kfin Technologies Private Limited as an agency to provide remote e-voting and e-voting facility. The Remote e-voting commenced at 9.00 a.m. on 22nd August, 2021 and ended at 5.00 p.m. on 24th August, 2021. The Company secretary informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not casted their vote prior to the Meeting.

She also informed that the Board of Directors have appointed Mr. Harsh Oberoi, Practicing Company Secretary from M/s Oberoi & Associates, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner.

The documents that are required to be kept open at the AGM for inspection were open for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

She then requested Mr. Lalit Agarwal, Chairman & Managing Director of the Company to take the Chair and conduct the proceedings.

Mr. Lalit Agarwal welcomed the members and introduced the Directors and other Invitees participating through VC / OAVM hosted by KFin Technologies Private Limited. The Company's Statutory Auditors and Secretarial Auditors were also present at the Meeting through VC. After ascertaining the presence of the requisite quorum for the meeting, the Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting.

With the permission of the Members present, the notice dated 21st July, 2021 convening the 19th Annual General Meeting (AGM) together with the statement prepared in terms of section 102 of the Companies Act, 2013 attached to the said notice, the Audited Financial Statements for the year ended 31st March, 2021, the Directors Report along with the annexure thereto, was taken as read.

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At the instance of members present and with their due permission, the Auditors' Report was taken as read by the Chairman. As there were no qualifications in the Audit Report, it was not required to be read.

The Chairman then delivered his speech and shared the Business Performance during the financial year 2020-21 to the members present at the meeting.

Thereafter, the Chairman invited speaker shareholders, who had done prior registrations, to express their views and ask questions, if any.

The queries/questions raised by the members were suitably replied by Mr. Lalit Agarwal (DIN: 00900900), the Chairman & Managing Director of the Company.

The Chairman then informed the members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided Remote E-voting facility to the members whose name appeared in the name of Register of Members as on the cut-off date i.e. 18th August, 2021, to enable them to cast their vote electronically in respect to the business to be transacted at the AGM. The Remote e-voting commenced on 9.00 A.M. (IST) on Sunday, 22nd August, 2021 up to 5.00 p.m. (IST) on Tuesday, 24th August, 2021 (both days inclusive) and providing the similar opportunity to cast their votes during the meeting through e-voting.

The following items of business as set out in the Notice of 19th AGM were transacted through e-voting / remote e-voting.

Sr. no	Details of the Resolutions	Type of Resolution
A.	Ordinary Business	
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, along with the reports of the Auditors and the Board of Directors thereon.	Ordinary
2	To appoint a director in place of Mr. Lalit M. Agarwal (DIN 00900900) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
B.	Special Business	
3	Reclassification of Promoter to Public Category	Ordinary
4	Approval for remuneration and waiver of excess managerial remuneration paid to Mr. Lalit M Agarwal, Chairman & Managing Director (DIN:00900900)	Special
5	Approval for remuneration and waiver of excess managerial remuneration paid to Mr. Madan Gopal Agarwal, Whole-time Director (DIN: 02249947)	Special
6	Approval for the payment of commission to Non-Executive Directors	Ordinary
7	Payment of remuneration to the Non-Executive, Independent Director(s) of the Company in the event of no profits or inadequate profit	Ordinary
8.	Approval for amendment in the V-Mart Retail Ltd. Employee Stock Option Plan 2020 ("ESOP Scheme, 2020") of the Company.	Special

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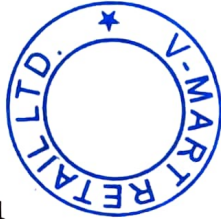
The e-voting results along with the Scrutinizer's Report shall be made available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and would also be placed on the website of the Company i.e. www.vmart.co.in and website of Kfin Technologies Private Limited.

The Meeting concluded at 10:48 a.m.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair

Yours Truly
For V-Mart Retail Limited


Megha Tandon
Company Secretary



Date: 25th August, 2021
Place: Gurugram

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