



Ref: No. CS/S/L- 443/2020-21

1st October, 2020

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 THE BSE LIMITED PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip code: 534976 Fax: 022-22723121 Email: corp.relations@bseindia.com
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Dear Sir/Madam,

Sub: Consolidated voting results of 18th AGM of the Company & Scrutinizer Report

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the consolidated voting results of the 18th Annual General Meeting of the Company held on Wednesday i.e. September 30, 2020 along with Scrutinizer's Report.

We request you to kindly take the same on record.

Thanking you,

Yours Truly,

For V-Mart Retail Ltd.

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

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
V-Mart Retail Limited
610-611, Guru Ram Dass Nagar, Main Market,
Opp. SBI Bank, Laxmi Nagar,
New Delhi-110092

Sub.: Consolidated Scrutinizer's Report of remote e-voting and voting through poll at AGM.

Reference: Eighteenth Annual General Meeting ("AGM") of the Equity Shareholders of V-Mart Retail Limited held on Wednesday, September 30, 2020 at 11:00 am at the deemed venue 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi, East Delhi - 110092, through Video Conferencing/Other Audio Video Visual Means (OAVM).

Dear Sir,

I, Mayank Vashist, (Proprietor) of Vashist M & Associates, a Company Secretaries Firm having its office at 373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini, Delhi – 110085, appointed as a Scrutinizer by the Board of Directors of V-Mart Retail Limited at their meeting held on 29th May, 2020 ("the Company") for the purpose of scrutinizing the Instapoll and electronic voting ("remote e-voting") in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended, on the below mentioned resolution(s), at the 18th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 30th, September, 2020 at 11:00 am at the deemed venue 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi, East Delhi - 110092, through Video Conferencing/Other Audio Video Visual Means (OAVM) submit my report as under:

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MAYANK VASHIST
Date: 2020.10.01
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**373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini,
Delhi – 110085, Tel No. 011-4050799**

VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Notice regarding registering of email address updating bank account details:

In compliance with the provisions of MCA vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI circular dated May 12, 2020, the public advertisement with this respect was published in English language in Financial Express on 5th September, 2020 and in Hindi language in Jansatta on 5th September, 2020 requesting shareholders of the company to register/update their Email Address/Bank Account details.

Publication of Notice:

Notice of the AGM along with the Annual Report 2019-20, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA. The public advertisement with respect to above was published in English language in Financial Express on 11th September, 2020 and in Hindi language in Jansatta on 11th September, 2020.

Cut-off date:

The Company had fixed Wednesday, September 23, 2020 as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting had made available for a period of 3 days commencing from 9.00 a.m. (IST) on Sunday, September 27, 2020 up to 5.00 p.m. (IST) on Tuesday, September 29, 2020 (both days inclusive).

Remote E-voting:

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company had provided the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company had annexed to the Notice of the AGM, explaining the process of e-voting with necessary user id and password. The Company has engaged M/s. KFin Technologies Private Limited to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote E-Voting");

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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Voting at the AGM:

Pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer shall have the access after the closure of period of remote e-voting and before the start of general meeting , to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP ID and client ID/Folios, number of shares held but not the manner in which they have voted.

On the day of the 18th AGM, Company conducted voting through e-voting for those Members, who could not participate in the remote e-Voting to record their votes.

Process of scrutiny and counting of votes:

After voting at the AGM concluded, I unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the e-voting platform of KFin Technologies Private Limited and downloaded the results.

Consolidated Voting Results:

Consolidated Voting Results with respect to each item on the Agenda as set out in the Notice of the 18th AGM dated September 30, 2020, are enclosed.

It is observed that 177 Members casted their votes through remote e-voting and 05 Members casted their votes through e-voting at the AGM.

The Registers, relevant records and all other papers relating to electronic voting (Remote e-voting & e-voting at the AGM) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary/Director who was authorized by the Board for safe keeping.

a) Resolution 1– To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, along with the reports of the Auditors and the Board thereon as an Ordinary Resolution.

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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

Particulars (Mode of Voting)	Votes in favour of resolution			Votes against the resolution			Invalid votes Nos.
	No. of Members	No. of Votes	% of total number of valid votes cast	No. of Members	No. of votes	% of total number of valid votes cast	
Remote E-Voting	164	13728191	100	04	06	00	--
E- Voting at AGM	05	25022	100	00	--	--	--
Total	169	13753213	100	04	06	00	--
This Resolution has been passed with requisite majority							

b) Resolution 2- To appoint a director in place of Mr. Madan Gopal Agarwal (DIN 02249947) who retires by rotation and being eligible, offers himself for Re-appointment as an Ordinary Resolution.

Particulars (Mode of Voting)	Votes in favour of resolution			Votes against the resolution			Invalid votes Nos.
	No. of Members	No. of Votes	% of total number of valid votes cast	No. of Members	No. of votes	% of total number of valid votes cast	
Remote E-Voting	169	13971720	99.4676	06	74789	0.5324	--
E- Voting at AGM	5	25022	100	00	--	--	--
Total	174	13996742	99.4685	06	74789	0.5315	--
This Resolution has been passed with requisite majority							

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**373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini,
Delhi – 110085, Tel No. 011-4050799**

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

c) Resolution 3- Re-appointment of Ms. Sonal Mattoo (DIN 00106795) as an Independent Director of the Company for second term of five consecutive years. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

Particulars (Mode of Voting)	Votes in favour of resolution			Votes against the resolution			Invalid votes Nos.
	No. of Members	No. of Votes	% of total number of valid votes cast	No. of Members	No. of votes	% of total number of valid votes cast	
Remote E-Voting	167	13968081	99.8472	06	21374	0.1528	--
E- Voting at AGM	05	25022	100	00	--	--	--
Total	172	13993103	99.8475	06	21374	0.1525	--
This Resolution has been passed with requisite majority							

d) Resolution 4- Re-appointment of Mr. Murli Ramachandran (DIN 00264018) as an Independent Director of the company for second term of five consecutive years. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

Particulars (Mode of Voting)	Votes in favour of resolution			Votes against the resolution			Invalid votes Nos.
	No. of Members	No. of Votes	% of total number of valid votes cast	No. of Members	No. of votes	% of total number of valid votes cast	

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

Remote E-Voting	166	13965504	99.8288	07	23951	0.1712	--
E- Voting at AGM	05	25022	100	00	--	--	--
Total	171	13990526	99.8291	07	23951	0.1709	--
This Resolution has been passed with requisite majority							

e) Resolution 5- Approval of V-Mart Retail Ltd. Employee Stock Option Plan 2020 (“ESOP Scheme, 2020”). To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

Particulars (Mode of Voting)	Votes in favour of resolution			Votes against the resolution			Invalid votes Nos.
	No. of Members	No. of Votes	% of total number of valid votes cast	No. of Members	No. of votes	% of total number of valid votes cast	
Remote E-Voting	122	12160405	87.1183	53	1798090	12.8817	--
E- Voting at AGM	05	25022	100	00	--	--	--
Total	127	12185427	87.1414	53	1798090	12.8586	--
This Resolution has been passed with requisite majority							

f) Resolution 6- Approval for raising funds. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution.

Particulars	Votes in favour of resolution	Votes against the resolution	Invalid votes

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(Mode of Voting)	No. of Members	No. of Votes	% of total number of valid votes cast	No. of Members	No. of votes	% of total number of valid votes cast	Nos.
Remote E-Voting	169	13989449	99.5938	06	57060	0.4062	--
E- Voting at AGM	05	25022	100	00	--	--	--
Total	174	14014471	99.5945	06	57060	0.4055	--
This Resolution has been passed with requisite majority							

g) Resolution 7- Increase in Authorised Share Capital. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

Particulars (Mode of Voting)	Votes in favour of resolution			Votes against the resolution			Invalid votes
	No. of Members	No. of Votes	% of total number of valid votes cast	No. of Members	No. of votes	% of total number of valid votes cast	Nos.
Remote E-Voting	170	14045810	99.995	05	699	0.005	--
E- Voting at AGM	04	25020	99.992	01	02	0.008	--
Total	174	14070830	99.995	06	701	0.005	--
This Resolution has been passed with requisite majority							

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

Thanking you,
Yours faithfully,

For Vashist M & Associates
(Company Secretaries)

MAYANK Digitally signed by
MAYANK VASHIST
VASHIST Date: 2020.10.01
17:26:13 +05'30'

Mayank Vashist (Prop.)
C.P. No.: 19885
Membership No.: 48820
Place: New Delhi
Dated: 01st October, 2020
UDIN: A048820B000838037

VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Eighteenth Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on Wednesday, September 30, 2020 at 11:00 am at the deemed venue 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi, East Delhi - 110092, through Video Conferencing/Other Audio Video Visual Means (OAVM).

Dear Sir,

I, Mayank Vashist, (Proprietor) of Vashist M & Associates, a Company Secretaries Firm having its office at 373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini, Delhi – 110085, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolution(s), at the 18th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 30th, September, 2020 at 11:00 am at the deemed venue 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi, East Delhi - 110092, through Video Conferencing/Other Audio Video Visual Means (OAVM) submits my report as under:

1. The Company has availed the remote e-voting facility offered by M/s. KFin Technologies Private Limited (KFin), for conducting remote e-voting by the Shareholders of the Company.
2. The Company has fixed Wednesday, September 23, 2020 as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from 9.00 a.m. (IST) on Sunday, September 27, 2020 up to 5.00 p.m. (IST) on Tuesday, September 29, 2020 (both days inclusive).
3. The remote e-voting period commenced on from 9.00 a.m. (IST) on Sunday, September 27, 2020 up to 5.00 p.m. (IST) on Tuesday, September 29, 2020 (both days inclusive) and the KFin Remote e-voting platform was blocked thereafter and the votes cast under Remote E-Voting facility were then unblocked.

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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

4. I have scrutinized and reviewed the remote e-voting results along with the list of shareholders who voted "FOR" and "AGAINST" the below resolutions as were downloaded from the KFin remote e-voting system.

5. The result of the E-voting is as under:

a) **Resolution 1– To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, along with the reports of the Auditors and the Board thereon as an Ordinary Resolution.**

(i) Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
164	13728191	100

(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	6	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain** votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
9	319696

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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

b) Resolution 2– To appoint a director in place of Mr. Madan Gopal Agarwal (DIN 02249947) who retires by rotation and being eligible, offers himself for Re-appointment as an Ordinary Resolution.

(i) Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
169	13971720	99.4676

(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
6	74789	0.5324

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain** votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
2	1384

c) Resolution 3– Re-appointment of Ms. Sonal Mattoo (DIN 00106795) as an Independent Director of the Company for second term of five consecutive years. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(i) Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
167	13968081	99.8472

(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
06	21374	0.1528

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain** votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
4	58438

d) **Resolution 4– Re-appointment of Mr. Murli Ramachandran (DIN 00264018) as an Independent Director of the company for second term of five consecutive years. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.**

(i) Voted **in favour** of the resolution:

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Date: 2020.10.01 16:20:03 +05'30'

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

166	13965504	99.8288
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(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
07	23951	0.1712

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain** votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
4	58438

e) **Resolution 5– Approval of V-Mart Retail Ltd. Employee Stock Option Plan 2020 (“ESOP Scheme, 2020”). To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**

(i) Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
122	12160405	87.1183

(ii) Voted **against** the resolution:

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VASHIST MAYANK VASHIST
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Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
53	1798090	12.8817

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain** votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
03	89398

f) **Resolution 6– Approval for raising funds. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution.**

(i) Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
169	13989449	99.5938

(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
06	57060	0.4062

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain** votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

2	1384
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g) **Resolution 7– Increase in Authorised Share Capital. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.**

(i) Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
170	14045810	99.995

(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
05	699	0.005

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain** votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
02	1384

6. The Registers, relevant records and all other papers relating to electronic voting (Remote e-voting) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the shall be handed over to the Company Secretary/Director who was authorized by the Board for safe keeping.

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MAYANK VASHIST
Date: 2020.10.01
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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Thanking you,
Yours faithfully,

**For Vashist M & Associates
(Company Secretaries)**

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by MAYANK
VASHIST
VASHIST Date: 2020.10.01
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Mayank Vashist (Prop.)
C.P. No.: 19885
Membership No.: 48820
Place: New Delhi
Dated: 01st October, 2020
UDIN: A048820B000838037

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of the Eighteenth Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on Wednesday, September 30, 2020 at 11:00 am at the deemed venue 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi, East Delhi - 110092, through Video Conferencing/Other Audio Video Visual Means (OAVM).

Dear Sir,

I, Mayank Vashist, (Proprietor) of Vashist M & Associates, a Company Secretaries Firm having its office at 373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini, Delhi – 110085, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 18th Annual General Meeting (AGM) of the Equity Shareholders of V-Mart Retail Limited held on 30th, September, 2020 at 11:00 am at the deemed venue 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi, East Delhi - 110092, through Video Conferencing/Other Audio Video Visual Means (OAVM) submit my report as under:

Voting at the AGM:

Pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer shall have the access after the closure of period of remote e-voting and before the start of general meeting , to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP ID and client ID/Folios, number of shares held but not the manner in which they have voted.

On the day of the 18th AGM, Company conducted voting through e-voting for those Members, who could not participate in the remote e-Voting to record their votes.

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MAYANK VASHIST
VASHIST Date: 2020.10.01
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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Process of scrutiny and counting of votes:

After voting at the AGM concluded, I unblocked the results of the remote e-voting and e-voting (Instapoll) by Members at the AGM, on the e-voting platform of M/s. KFin Technologies Private Limited (KFin) and downloaded the results.

The result of the voting through electronic means at the AGM (Instapoll) is as under:

- a) **Resolution 1– To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, along with the reports of the Auditors and the Board thereon as an Ordinary Resolution.**

- (i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	25022	100

- (ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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- (iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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- b) **Resolution 2– To appoint a director in place of Mr. Madan Gopal Agarwal (DIN 02249947) who retires by rotation and being eligible, offers himself for Re-appointment as an Ordinary Resolution.**

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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	25022	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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c) **Resolution 3– Re-appointment of Ms. Sonal Mattoo (DIN 00106795) as an Independent Director of the Company for second term of five consecutive years. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.**

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	25022	100

(ii) Voted **against** the resolution:

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Digitally signed by
MAYANK VASHIST
Date: 2020.10.01
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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid votes:**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

d) **Resolution 4– Re-appointment of Mr. Murli Ramachandran (DIN 00264018) as an Independent Director of the company for second term of five consecutive years. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.**

(i) **Voted in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	25022	100

(ii) **Voted against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid votes:**

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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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e) Resolution 5– Approval of V-Mart Retail Ltd. Employee Stock Option Plan 2020 (“ESOP Scheme, 2020”). To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	25022	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

f) Resolution 6– Approval for raising funds. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution.

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COMPANY SECRETARIES

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	25022	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

g) Resolution 7– Increase in Authorised Share Capital. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	25020	99.992

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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	02	0.008

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

1. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
2. The Registers, relevant records and all other papers relating to electronic voting (Remote e-voting) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the shall be handed over to the Company Secretary/Director who was authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For Vashist M & Associates
(Company Secretaries)

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MAYANK VASHIST
Date: 2020.10.01
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Mayank Vashist (Prop.)
C.P. No.: 19885
Membership No.: 48820
Place: New Delhi
Dated: 01st October, 2020
UDIN: A048820B000838037

	V-MART RETAIL LIMITED
Date of the AGM/EGM	30-09-2020
Total number of shareholders on record date	22030
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	55

Resolution No.	1
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of financial statements of the Company for the financial year ended March 31, 2020, along with the reports of the Auditors and the Board of Directors thereon
Whether promoter/promoter group are interested in the agenda/resolution?	No



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	92,07,262								
	Total		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		44,83,157	60.0133	44,83,157	0	100.0000	0.0000	0	3,19,696
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	74,70,272								
	Total		44,83,157	60.0133	44,83,157	0	100.0000	0.0000	0	3,19,696



Public- Non Institutions	E-Voting		37,778	2,5331	37,772	6	99.9841	0.0158	0	0
	Poll	Postal Ballot (if applicable)								
	25,022	14,91,364	25,022	1.6778	25,022	0	100.0000	0.0000	0	0
	0		0	0.0000	0	0	0.0000	0.0000	0	0
Total	62,800		62,794	4.2109	62,794	6	99.9904	0.0096	0	0
Total	1,37,53,219	1,31,68,898	1,37,53,213	75.6965	1,37,53,213	6	100.0000	0.0000	0	319696

Resolution No.	2
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Madan Gopal Agarwal DIN 02249947 as Directors, liable to retire by rotation
Whether promoter/ promoter group are interested in the agenda/resolution?	No



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	92,07,262								
Public- Institutions	Total		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	E-Voting		48,01,469	64.2744	47,26,687	74,782	98.4425	1.5574	0	1,384
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	74,70,272								
	Total		48,01,469	64.2744	47,26,687	74,782	98.4425	1.5575	0	1,384



Public- Non Institutions	E-Voting		37,778	2,5331	37,771	7	99,9814	0.0185	0	0
	Poll	Postal Ballot (if applicable)								
	25,022	14,91,364	25,022	1,6778	25,022	0	100,0000	0.0000	0	0
	0		0	0.0000	0	0	0.0000	0.0000	0	0
Total	62,800		62,793	4,2109	62,793	7	99,9889	0.0111	0	0
Total	1,81,68,898		1,39,96,742	77,4485	1,39,96,742	74,789	99,4685	0.5315	0	1384

Resolution No.	3									
Resolution required:										
(Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Sonal Mattoo DIN 00106795 as an Independent Director of the Company for second term of five consecutive years									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	92,07,262								
	Total		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		47,44,415	63.5106	47,23,048	21,367	99.5496	0.4503	0	58,438
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	74,70,272								
	Total		47,44,415	63.5106	47,23,048	21,367	99.5496	0.4504	0	58,438
Public- Non	E-Voting	14,91,364	37,778	2.5331	37,771	7	99.9814	0.0185	0	0



Institutions	Poll		25,022	1.6778	25,022	0	100.0000	0.0000	0
	Postal	Ballot (if applicable)							
	0	0	0	0.0000	0	0	0.0000	0.0000	0
Total	62,800	62,793	1,39,931	4.2109	7	99.9889	0.0111	0	0
Total	1,81,68.898	1,40,14,477	77,1344	21,374	99.8475	0.1525	58438	0	0

Resolution No.	4
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Muri Ramachandran DIN 00264018 as an Independent Director of the Company for second term of five consecutive years.
Whether promoter/promoter group are interested in the agenda/resolution?	No



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	92,07,262								
Public- Institutions	Total		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	E-Voting		47,44,415	63.5106	47,20,471	23,944	99.4953	0.5046	0	58,438
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non	Postal Ballot (if applicable)	74,70,272								
	Total		47,44,415	63.5106	47,20,471	23,944	99.4953	0.5047	0	58,438
	E-Voting	14,91,364	37,778	2.5331	37,771	7	99.9814	0.0185	0	0



Institutions	Poll		25,022	1.6778	25,022	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	0	0.0000	0	0.0000	0	0	0.0000	0.0000	0
Total	62,800	4.2109	62,793	7	99.9889	0.0111	0	0	0
	1,81,63,898		1,39,90,526	23,951	99.8291	0.1709			58438
Total	1,40,14,477	77.1344	26						

Resolution No.	5
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of V-Mart Retail Ltd. Employee Stock Option Plan 2020 "ESOP Scheme, 2020
Whether promoter/promoter group are interested in the agenda/resolution?	No



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	92,07,262								
Public- Institutions	Total		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	E-Voting		47,13,455	63.0962	29,15,371	17,98,084	61.8521	38.1478	0	89,398
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non	Postal Ballot (if applicable)	74,70,272								
	Total		47,13,455	63.0962	29,15,371	17,98,084	61.8521	38.1479	0	89398
	E-Voting	14,91,364	37,778	2.5331	37,772	6	99.9841	0.0158	0	0



Institutions	Poll		25,022	1.6778	25,022	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)									
	0	0.0000	0	0.0000	0	0	0.0000	0.0000	0	0
Total	62,800	4.2109	62,794	6	99.9904	0.0096	0	0	0	0
	1,81,68.8		1,21,85.4							
Total	98	1,39,83,517	76,9640	17,98,090	87,1414	12,8586	0	0	0	89398

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for raising funds									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	92,07,262								
			0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Total		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	E-Voting		48,01,469	64.2744	47,44,415	57,054	98.8117	1.1882	0	1,384
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
		74,70,272								
Public- Non	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,01,469	64.2744	47,44,415	57,054	98.8117	1.1883	0	1384
	E-Voting	14,91,364	37,778	2.5331	37,772	6	99.9841	0.0158	0	0



Institutions	Poll Postal Ballot (if applicable)	25,022	1.6778	25,022	0	100.0000	0.0000	0	0
		0	0.0000	0	0	0.0000	0.0000	0	0
Total	1,811,68.8	62,800	4.2109	62,794	6	99.9904	0.0096	0	0
Total	98	1,40,71,531	77,4485	1,40,14,471	57,060	99,5945	0.4055	0	1384

Resolution No.	7
Resolution required: (Ordinary/ Special)	ORDINARY - Increase in Authorised Share Capital
Whether promoter/ promoter group are interested in the agenda/resolution?	No



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	92,07,262								
	Total		92,07,262	100.0000	92,07,262	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		48,01,469	64.2744	48,00,776	693	99.9855	0.0144	0	1,384
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	74,70,272								
	Total		48,01,469	64.2744	48,00,776	693	99.9856	0.0144	0	1384
Public- Non	E-Voting	14,91,364	37,778	2.5331	37,772	6	99.9841	0.0158	0	0



Institutions	Poll	25,022	1,6778	25,020	2	99.9920	0.0079	0	0
	Postal Ballot (if applicable)								
		0	0.0000	0	0	0.0000	0.0000	0	0
Total		62,800	4,2109	62,792	8	99.9873	0.0127	0	0
		1,81,68.8		1,40,70.8					
Total		98	77,4485	30	701	99.9950	0.0050	0	1384



For V-Mart Retail Limited

Lalit Agarwal
Chairman and Managing Director

DIN: 00900900

Date: 30-09-2020

Place: Gurugram