

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

1st October, 2020

То,	To,
The Listing Department	The Corporate Relationship Department
NATIONAL STOCK EXCHANGE OF	THE BSE LIMITED
INDIA LIMITED	PhirozeJeejeebhoy Towers,
"Exchange Plaza"	Dalal Street, Mumbai-400 001
Bandra-Kurla Complex	Scrip code: 534976
Bandra (E),	Fax: 022-22723121
Mumbai-400 051	Email: corp.relations@bseindia.com
Scrip Code: VMART	
Fax: 022-26598120	
Email: cmlist@nse.co.in	

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

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

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:



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

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

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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.

Particulars (Mode of	Votes in fa	vour of resolut	tion	Votes agai		Invalid votes	
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	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	
	Т	his Resolution	has been pa	ssed with re	equisite 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	Votes in favour of resolution			Votes against the resolution					Invalid	
(Mode of										votes
Voting)	No. of	No.	of	% of total	No.	of	No. of votes	%	of	Nos.
	Members	Votes		number of	Memb	ers		total		
				valid votes				numb	er	
				cast				of va	lid	
								votes		
								cast		

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Remote	166	13965504	99.8288	07	23951	0.1712	
E-Voting							
E- Voting	05	25022	100	00			
at AGM							
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	Votes in fa	vour of resolut	tion	Votes agai		Invalid votes	
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	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

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



(Mode of	No. of	No. of	% of total	No. of	No. of votes	% of	Nos.
Voting)	Members	Votes	number of	Members		total	
			valid votes			number	
			cast			of valid	
						votes	
						cast	
Remote	169	13989449	99.5938	06	57060	0.4062	
E-Voting							
E- Voting	05	25022	100	00			
at AGM							
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	Votes in fa	vour of resolut	tion	Votes agai	nst the resolution		Invalid
(Mode of							votes
Voting)	No. of	No. of	% of total	No. of	No. of votes	% of	Nos.
	Members	Votes	number of	Members		total	
			valid votes			number	
			cast			of valid	
						votes	
						cast	
Remote	170	14045810	99.995	05	699	0.005	
E-Voting							
E- Voting	04	25020	99.992	01	02	0.008	
at AGM							
Total	174	14070830	99.995	06	701	0.005	
	Т	his Resolution	has been pa	ssed with re	equisite majority		

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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

Report of Scrutinizer(s)

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

Τo,

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.
- 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 evoting 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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- 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	Total number of votes cast
electronic voting system	(Shares) by them
9	319696

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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.

(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	Total number of votes cast
electronic voting system	(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.

MAYANK MAYANK VASHIST VASHIST 16:19:38 +05'30'

(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	Total number of votes cast
electronic voting system	(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:

MAYANK VASHIST VASHIST 16:20:03 +05'30'

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

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	Total number of votes cast
electronic voting system	(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:

MAYANK VASHIST VASHIST Digitally signed by MAYANK VASHIST Date: 2020.10.01 16:20:27 +05'30'

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

(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	Total number of votes cast
electronic voting system	(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:

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

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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

2	1384

- 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	Total number of votes cast
electronic voting system	(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.

MAYANK VASHIST VASHIST Date: 2020.10.01 16:21:02 +05'30'

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

Thanking you, Yours faithfully,

For Vashist M & Associates (Company Secretaries)



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

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]

Τo,

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.

MAYANK Digitally signed by MAYANK VASHIST VASHIST Date: 2020.10.01 16:32:50 +05'30'

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

(iii) Invalid votes:

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

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 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

- 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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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

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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(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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(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)

MAYANK Digitally signed by MAYANK VASHIST VASHIST Date: 2020.10.01 16:34:06 +05'30'

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

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	V-MART RETAIL LIMITED	30-09-2020	22030		Not Applicable	Not Applicable		2	55		ny for the financial year ended the Board of Directors thereon			
		Date of the AGM/EGM	Total number of shareholders on record date	No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group:	Public:	No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group: 5	Public:	Resolution No. 1	Resolution ORDINARY - Adoption of financial statements of the Company for the financial year ended required: ORDINARY - Adoption of financial statements of the Company for the financial year ended (Ordinary/ Special) 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	LI TO, A	

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Votes Abstained	0 0)	0	0	3,19,696	0		C	319696	
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Votes Invalid	00		0	0	0	0		0	0	
% of Votes against on votes polled (7)=[(5)/(2)]*1 00	0.0000		0.0000	0:0000	0.0000	0.0000		0.0000	0:0000	
% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	100.0000		0.0000	100.0000	100.0000	0.0000		0.000	100.0000	
No. of Votes – against (5)	0 0	1	0	0	0	0		0	0	
No. of Votes – in favour (4)	92,07,262 0		0	92,07,262	44,83,157	0		0	44,83,157	
% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	100.0000		0.0000	100.000	60.0133	0.0000		0.0000	60.0133	
No. of votes polled (2)	92,07,262 0		0	92,07,262	44,83,157	0		0	44,83,157	
No. of shares held (1)		92,07,262				-	74,70,272			
Mode of Voting	E-Voting Poll	Postal Ballot (if	applicab le)	Total	E-Voting	Poll	Postal Ballot (if	applicab le)	Fotal	A SALE
Category			Promoter and Promoter Group					Public- Institutions		

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	37,772	25,022		62,794	,37,53,2 13		02249		· .	
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	2.5331	1.6778	0.0000	4.2109	75,6965		l Agarv			
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	37,778	25,022	0	62,800	219		Madar	<u></u>		
	37	25,		62)	1,37,53,219		of Mr.			
			4		- Charles and		ment (
			14,91,364		L.81,68.8 98		ORDINARY - Appointment of Mr. Madan Gopal Agarwal			
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	E-Voting	Poll	Postal Ballot (if applicab le)	Total	Total	5	ORDIN,	A Constant of the second se	(SELTON	
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			u s			No.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	N-W-D	
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	Votes Abstained	o	0			0	0	1,384	0			0	1384	
	Votes													
	Votes Invalid	0	0			0	0	0	0			0		0
% of Votes against on votes polled	(7)=[(5)/(2)]*1	0.0000	0.0000			0.0000	0.0000	1.5574	0.000			0.0000		1.5575
% of Votes in favour on votes polled	(6)=[(4)/(2)]*1 00	100.000	0.0000			0.0000	100.0000	98.4425	00000			0.0000		98.4425
No. cf Votes –	against (5)	0	0			0	0	74,782	0			0		74,782
No of	Vctes – in favour (4)	92,07,262	0			0	92,07,262	47,26,687	0			0		47,26,687
% of Votes Polled on outstanding	(3)=[(2)/(1)]* 100	100.0000	0.0000			0.0000	100.0000	64.2744	0.0000			0.000		64.2744
	No. of votes polied (2)	92,07,262	0			0	92,07,262	48,01,469	0			0		48,01,469
No. of	shares held (1)			92,07,262						74,70,272				
	Mode of Voting	E-Voting	Poll	Postal Ballot (if	applicab	le)	Total	E-Voting	Poll	Postal	Ballot (if	appiicau le)		Total
	Category			· · · · · · · · · · · · · · · · · · ·	Promoter and	Promoter Group						Public-Institutions		

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	99.9814	100.0000	0.0000	99.9889	9 9,4685			SPECIAL - Re-appointment of Ms. Sonal Mattoo UIN UULUS/55 as an independent Director of the Company for second term of five variables and the consecutive years and the consec					a a sub-
	7	0	0	7	74,789								
	37,771	25,022	0	62,793	1.39,96,7 42								
	2.5331	1.6778	0.0000	4.2109	77.4485								
	37,778	25,022	0	62,800	1.40,71,531			IC OT MIS. SONAL I					
		14,91,364			1,81,68,8 98 9			Ke-appointmer		·			
	E-Voting	Poll Postal Ballot (if	le)	Total	Fotal	Э		sector de la companya	2 No				
			Institutions			Resolution No.	Resolution required:	(Urdinary/ Special) Whether promoter/ promoter group are	interested in the agenda/resolution?		A A A	E.	

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% of Votes against on votes polled (7)=[(5)/(2)]*1 00	0.0000	0.0000			0.0000	0:0000	0.4503	0.0000			0.0000	0.4504	0.0185
% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	100.0000	0.0000			0.0000	100:0000	99.5496	0.000			0.0000	99.5496	99.9814
No. of Votes – against (5)	0	0			0	0	21,367	0			0	21,367	7
No. of Votes – in favour (4)	92,07,262	0			0	92,07,262	47,23,048	0			0	47,23,048	37,771
% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	100.0000	0.0000			0.0000	100.0000	63.5106	0.0000			0.0000	63.5106	2.5331
No. of votes polled (2)	92,07,262	0			0	92,07,262	47,44,415	0			0	47,44,415	37,778
No. of shares held (1)			92,07,262						74,70,272				14,91,364
Mode of Voting	E-Voting	Poll	Postal Ballot (if	applicab	le)	Total	E-Voting	Poll	Postal Ballot (if	applicab	le)	Total	E-Voting
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Votes Invalid	0	0			0	0	0	0		(0	0	0	
% of Votes against on votes polled (7)=[(5)/(2)]*1	0.0000	0.0000			0.0000	00000	0.5046	0.0000			0.0000	0.5047	0.0185	
% of Votes in favour on votes polled (6)=[(4)/(2)]*	100.0000	0.0000			0.0000	100.0000	99.4953	0.0000			0.0000	99.4953	99.9814	
No. of Votes – against (5)		0			0	0	23,944	0			0	23,944	7	
No. of Votes – in favour (4)	92,07,262	0			0	92,07,262	47,20,471	0			0	47,20,471	37,771	
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	100.0000	0.0000			0.0000	100.0000	63.5106	0.0000			0,000	63.5106	2.5331	
No. of votes nolled (2)	92,07,262	0			0	92,07,262	47,44,415	0			0	47,44,415	37,778	
No. of shares held (1)			92,07,262						74,70,272				14,91,364	
Mode of Voting	E-Voting	Poll	Postal Ballot (if	applicab	le)	Total	E-Voting	Poll	Postal Ballot (if	applicab	le)	Total	E-Voting	BER
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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. ɔf Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*1 00	Votes Invalid	Votes Abstained	g
	E-Voting		92,07,262 0	100.000	92,07,262 0	0	100.0000	0.000	00		00
	Postal Ballot (if	92,07,262							>		>
Promoter and Promoter Group	applicab le)		0	0.0000	0	0	0.0000	0.0000	0		0
	Total		92,07,262	100:000	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	: 68	89,398
	Poll		0	0.0000	0	0	0.0000	0.000	0		0
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	applicab		C		C	c			C		С
L doite itouradois	Total		47,13,455	63.0962	29,15,371	17,58,084	61.8521	38.1479	0	.68	89398
Public- Non	E-Voting	14,91,364	37,778	2.5331	37,772	9	99.9841	0.0158	0		0
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	25,022	0 62,800 1,39,83,517	6 SPECIAL - Approval for raising funds	
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	% of Votes	against on votes polled	(7)=[(5)/(2)]*1	0.0000	0.0000			0.0000	0.0000	0.0144	0.0000			0.0000	0.0144	0.0158	
	% of Votes in	favour on votes polled	(6)=[(4)/(2)]*	100.0000	0.0000			0.0000	100.000	99.9855	0.0000			0.0000	93,9856	99.9841	
-		No. of	Votes – against (5)	0	0			0	0	693	0			0	693	6	
-		No. of	Votes – in favour (4)	92,07,262	0			0	92,07,262	48,00,776	0			0	48,00,776	37,772	
	% of Votes Polled on	outstanding shares	(3)=[(2)/(1)]* 100	100.0000	0.0000			0.000	100:000	64.2744	0.0000			0.0000	64.2744	2.5331	
_			No. of votes	92,07,262	0			0	92,07,262	48,01,469	0			0	48,01,469	37,778	
-		No. of	shares held (1)			92,07,262						74,70,272	-			14,91,364	
			Mode of Voting	E-Voting	Poll	Postal Ballot (if	applicab	le)	Total	E-Voting	Poll	Postal Ballot /if	applicab	(e)	Total	E-Voting	REN
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Institutions			For V-Mart Reta	Chairman and Managing Director DIN: 00900900	Date: 30-09-2020 Place: Gurugram	
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