



2nd August, 2019

Ref. No. CS/S/L- 359/2019-20

PRICE "LESS" FASHION

<p>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</p>	<p>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</p>
---	--

Sub: Proceedings of the 17th 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 17th Annual General Meeting of the Company held on Friday 2nd August, 2019 at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi 110003.

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



PRICE "LESS" FASHION

PROCEEDINGS OF THE 17TH ANNUAL GENERAL MEETING OF V-MART RETAIL LIMITED HELD ON FRIDAY, 2ND AUGUST, 2019 AT 9:30 A.M. AT INDIA ISLAMIC CULTURAL CENTER, 87-88 LODHI ROAD, NEAR LODHI GARDENS, NEW DELHI-110003 CONCLUDED AT 9:55 A.M

The 17th Annual General Meeting of the members of V-Mart Retail Limited was held on August 2, 2019, at India Islamic Cultural Center, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi-110003. at 9:30 a.m.

Ms. Megha Tandon, Company Secretary of the Company welcomed the members and others present at the 17th Annual General Meeting of the Company.

She then requested Mr. Lalit Agarwal, Chairman & Managing Director of the Company took the Chair and conduct the proceedings. Mr. Lalit Agarwal welcomed the members and introduced the Directors and other Invitees present on the Dias.

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 at 9:30 A.M.

With the permission of the Members present, the notice dated May 10, 2019, convening the 17th 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 March 31, 2019, the Directors Report along with the annexure thereto, was taken as read.

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 accomplishment and success achieved during the financial year 2018-19 to the members present at the meeting.

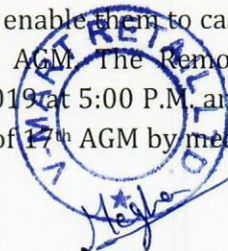
The Chairman then informed the members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided Remote E-voting facility to the members whose name appeared in the name of the Register of Members as on the cut-off date i.e. July 25, 2019, 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 July 30, 2019, at 9:00 A.M. and ended on August 1, 2019 at 5:00 P.M. and providing the similar facility to vote on the resolutions as set out in the Notice of 17th AGM by means of Ballot

Page 1 of 3

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





PRICE "LESS" FASHION

paper to the members present, in person and through proxies/representatives at the AGM, to vote in proportion to shares held by them in case votes were not casted by such members prior to the AGM by means of remote e-voting.

Mr. Mayank Vashist, Practicing Company Secretary, was appointed as Scrutinizer by the Company to scrutinize the remote e-voting process and conduct physical ballot process at the AGM in a fair and transparent manner.

Conduct of Poll

Mr. Mayank Vashist, Scrutinizer conducted the Poll process for those shareholders who had not cast their votes by means of remote e-voting. After ensuring that all the members and proxies participating in the poll had cast their votes, the Scrutinizer locked and sealed the ballot box in front of the members and then took the custody of ballot box.

The Chairman announced that the scrutinizer's consolidated report along with the results of the remote e-voting and poll would be uploaded on the Company's website as well as on the website of the e-voting agency i.e. Karvy Fintech Private Limited.

The following business as contained in the Notice of the 17th AGM were transacted through remote e-voting and by ballot at the AGM:

ORDINARY BUSINESS

Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, along with the reports of the Auditors and Board thereon.

Item No. 2: To declare a dividend at the rate of Rs. 1.70/- per equity share for the financial year 2018-19

Item No. 3: To appoint Mr. Madan Gopal Agarwal (DIN 02249947), as Director, liable to retire by rotation.



Page 2 of 3

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



PRICE "LESS" FASHION

SPECIAL BUSINESS:

Item No. 4: To appoint Mr. Govind S. Shrikhane (DIN: 00029419) as an Independent Director of the Company

Item No. 5: To re-appoint Mr. Aakash Moondhra (DIN: 02654599) as an Independent Director of the Company

Item No. 6: To approve the revision/variation in the remuneration of Mr. Lalit Agarwal, (DIN 00900900) Managing Director of the Company

Item No. 7: To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, (DIN 02249947) Whole Time Director of the Company

Item No. 8: To approve the increase in Borrowing limits under Section 180 (1) (c) upto Rs 750 Crore, over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company

Item No. 9: To approve the increase in the limits applicable for making investment / extending loans and giving guarantees or providing securities in connection with loans to persons / Bodies Corporates

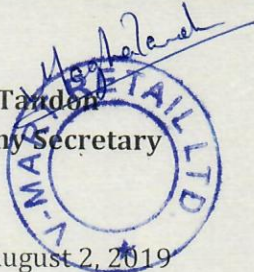
The Chairman also invited queries on the above resolutions and all the queries were resolved by the Chairman one by one.

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 : August 2, 2019

Place : New Delhi

Page 3 of 3

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