



Ref No: CS/S/L-599/2022-23

30th August, 2022

<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>
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Sub: Proceedings of the 20th 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 20th Annual General Meeting of the Company held on Tuesday, 30th August, 2022 at 11:00 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



SUMMARY OF PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF V-MART RETAIL LIMITED

The 20th Annual General Meeting of the members of V-Mart Retail Limited was held on Tuesday, 30th August, 2022 at 11:00 A.M. through video conferencing (VC). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA') and circulars issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Ms. Megha Tandon, Company Secretary & Compliance Officer of the Company welcomed the members and others present at the 20th Annual General Meeting of the Company through video conference.

Further, she informed the members that the Company had engaged the services of Kfin Technologies Limited as an agency to provide remote e-voting and e-voting facility. The Remote e-voting commenced at 9.00 a.m. on 25th August, 2022 and ended at 5.00 p.m. on 29th August, 2022. 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 through remote e-voting.

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 kept 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.

She then requested Mr. Aakash Moondhra, Chairperson of the Company to take the Chair and conduct the proceedings.

Mr. Aakash Moondhra welcomed the members and introduced the Directors and other Invitees participating through VC hosted by KFin Technologies Limited. After ascertaining the presence of the requisite quorum for the meeting, the Chairperson called the meeting to order and commenced the formal proceedings of the meeting.

With the permission of the Members present, the notice dated 25th May, 2022 convening the 20th 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, 2022, the Director's Report along with the annexure thereto, was taken as read.

He further informed that there are no qualifications in the Statutory Auditors' Report as well as in the report of the Secretarial Auditors and thus, it was not required to be read. Thereafter, the Chairperson delivered his speech and expressed his gratitude to the customers, partners, shareholders, investors, suppliers and every V-Martian, for sustained trust in the Company and continued support and cooperation and invited Mr. Lalit Agarwal, Managing Director to address the members of the Company.

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The Managing Director then delivered his speech and shared the Business Performance during the financial year 2021-22 to the members present at the meeting.

Thereafter, the Managing Director asked the moderator to open session for 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, Managing Director of the Company.

He then requested the members presented and entitled to vote but not voted prior to the meeting through remote e-voting, to participate in the instapoll to be taken immediately after the closure of the meeting.

Thereafter, brief on the resolutions as set out in the Notice convening the 20th Annual General Meeting were read out by Mr. Lalit Agarwal.

The following items of business as set out in the Notice of 20th AGM were transacted through e-voting / remote e-voting.

Sl. 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, 2022, along with the reports of the Auditors and the Board of Directors thereon	Ordinary
2.	To approve and declare dividend at the rate of ₹0.75 per Equity Share for the financial year 2021-22	Ordinary
3.	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.	Ordinary
B.	Special Business	
4.	Approval for payment of Commission to Non-Executive Directors	Ordinary
5.	Approval for the re-appointment of Mr. Lalit M Agarwal (DIN: 00900900) as Managing Director of the Company and revision in his remuneration	Special
6.	Approval for re-appointment of Mr. Madan Gopal Agarwal (DIN: 02249947) as Whole-time Director of the Company and revision in his remuneration	Special
7.	Approval for amendment in the V-Mart Retail Ltd. Employee Stock Option Plan 2020 ("ESOP Scheme, 2020") of the Company.	Special

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.vmartretail.com and website of Kfin Technologies Limited.

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The Meeting concluded at 12:05 p.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: 30th August, 2022
Place: Gurugram

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