

Ref No: CS/S/L-703/2023-24

15th September, 2023

To:	To:
The Listing Department	The Corporate Relationship Department
NATIONAL STOCK EXCHANGE OF INDIA	BSE Limited
LIMITED	Phiroze Jeejeebhoy Towers,
"Exchange Plaza"	Dalal Street, Mumbai-400 001
Bandra-Kurla Complex,	Scrip code: 534976
Bandra (E), Mumbai-400 051	Fax: 022- <mark>2272312</mark> 1
Scrip Code: VMART	Email: corp.relations@bseindia.com
Fax: 022-26598120	
Email: cmlist@nse.co.in	

Sub: Consolidated voting results of 21st AGM of the Company & Scrutinizer Report

Dear Sir/Madam,

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 21st Annual General Meeting of the Company held on Friday i.e. 15th September, 2023 along with Scrutinizer's Report.

We request you to kindly take the same on record.

Thanking You,

For V-Mart Retail Limited

Megha Tandon

Company Secretary and Compliance Officer

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



SCRUTINIZERS' REPORT

[Pursuant to Section 108 and any other applicable provisions of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To, The Chairperson 21st ANNUAL GENERAL MEETING OF THE MEMBERS OF V-Mart Retail Limited CIN: L51909DL2002PLC163727 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi-110092

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND ELECTRONIC VOTING DURING THE 21st (TWENTY FIRST) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF V-MART RETAIL LIMITED ("THE COMPANY") HELD ON FRIDAY, SEPTEMBER 15, 2023, AT 11:00 AM (IST) 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 ("VC") /OTHER AUDIO VIDEO VISUAL MEANS ("OAVM").

Respected Sir,

At the outset, I would like to thank the Board of Directors for appointing me as the Scrutinizer. As we are aware that due to the unprecedented crisis on account of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has provided the facility to the Companies to conduct their AGM through VC/OAVM vide General Circular No. 10/2022 dated December 28, 2022, General Circular No. 02/2022 dated 5th May 2022, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/2020 dated 5th May 2020 read with General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 (collectively referred to as "**MCA Circulars**") in terms of the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act").

I, Harsh Oberoi, (Company Secretary in Whole-Time Practice), Proprietor of M/s OBEROI & ASSOCIATES, Company Secretaries Firm, was appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on May 16, 2023 to scrutinise and to

Address: - UGB-118A, Roman Court, Ansal Shushant City, Sector – 61, Kundli, Sonipat – 131029, Haryana
Contact: - +91-8930138515, +91 9991452565, 0130-6650208
M : - harsh@oberoiassociates.com, <u>oberoi.pcs@gmail.com</u>
Website: www.oberoiassociates.com



ascertain the requisite majority, on the resolutions, as set out in the notice of 21st AGM, proposed to be passed through the remote E-Voting process as well as E-Voting conducted at the AGM (collectively referred to as **"e-voting facility"**), provided to the members under the provision of Section 108 and any other applicable provisions of the Companies Act, 2013 and read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with above mentioned MCA Circulars and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 **("SEBI Circulars")** issued in this regard.

SERVICE PROVIDER: -

The Company had engaged M/s. KFin Technologies Limited **("KFintech")** to provide the facility of casting the votes by the members using a remote e-voting system before the AGM as well as an electronic voting system during the AGM on all items of business (es) transactions as set out in the notice dated 16th May 2023.

MANAGEMENT RESPONSIBILITY: -

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI Listing Regulations, the MCA Circulars, and SEBI Circulars or any other provision, as applicable for the AGM of the Company. The Management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.

SCRUTINIZER'S RESPONSIBILITY: -

My responsibility as a Scrutinizer for the e-voting facility is restricted to make a Scrutinizer's Report of the votes cast **"For"** or **"Against"** on the resolutions stated in the notice of the AGM dated 16th May 2023, and based on the reports generated from the e-voting system provided by the service provider, i.e., KFintech and documents furnished to us electronically by the Company and/or KFintech for our verification.



NOTICE REGARDING REGISTERING OF EMAIL ADDRESS UPDATING BANK ACCOUNT DETAILS: -

In compliance with the provisions of MCA circulars as well as SEBI Circulars, the public advertisement with respect to the above was published in the English language in **FINANCIAL EXPRESS** on 17th August 2023 and in the Hindi language in **JANSATTA** on 17th August 2023 requesting shareholders of the Company to register/update their e-mail address/bank account details.

NOTICE IN ELECTRONIC MODE, AND ITS PUBLICATION: -

Notice of the AGM, along with the Annual Report 2022-23, was sent to all members/beneficiaries electronically on 21st August 2023, whose email IDs were registered with the Company/Depositories/RTA in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI Circulars. Pursuant to Rule 20 of the Companies (Management and Administration Rules) 2014, as amended, the Company published in the English language in the **INDIAN EXPRESS** on 25th August 2023 and in the Hindi language in **JANSATTA** on 25th August 2023.

CUT-OFF DATE: -

The Company had fixed Friday, 8th September 2023, as a cut-off date for determining the eligibility of members entitled to vote at the AGM to avail of the E-Voting facility on the proposed resolutions as stated in the notice of AGM as mentioned above.

REMOTE E-VOTING: -

The remote E-Voting has been made available for a period of 5 (Five) days commencing from 9.00 A.M. (IST) on Sunday, 10th September 2023 to Thursday, September 14, 2023 up to 5.00 P.M. (IST) (both days inclusive) on the designated website <u>https://evoting.kfintech.com</u> (KFintech).

Further, the complete instructions on the remote E-Voting facility provided by the Company have been annexed to the Notice of the AGM, explaining the process of casting the votes through the remote e-voting facility with the necessary user ID and password.

E-VOTING AT THE AGM: -

On the day of the 21st AGM, the 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 the closure of the period of remote E-Voting and before the start of the General Meeting, I had access only such details relating to members who have cast their votes through remote E-Voting, such as their names, DP ID and client ID/Folio, the number of shares held but not how they have voted, to ensure that members who have cast their votes through Remote e-Voting do not cast their vote again at AGM.

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 Limited and downloaded the results.

CONSOLIDATED RESULTS OF E-VOTING FACILITY: -

After scrutinizing and reviewing the report on remote e-voting conducted before the AGM and e-voting conducted at the AGM and votes cast therein based on the data downloaded from the Kfin Portal, I hereby submit the consolidated results of the e-voting facility for the AGM as under:

Consolidated Voting Results concerning each item on the agenda as set out in the Notice of the 21st AGM dated 16th May 2023 are enclosed.

RESOLUTION 01: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023, along with the reports of the Auditors and the Board of Directors thereon.

MODE	NO. OF VOTERS/ MEMBERS	TOTAL NO. OF VALID VOTES/ SHARES		FAVOUR		AGAINST			
			VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	
REMOTE E- VOTING	1,349	1,79,01,920	1,346	1,79,01,914	100	2	6	-	
E-VOTING AT THE AGM	25	2,74,732	25	2,74,732	100	-	-	-	
TOTAL	1,374	1,81,76,652	1,371	1,81,76,646	100.00	2	6	0.00	

1(one) shareholder who holds 1(one) vote has abstained himself/herself from voting.

This resolution has been passed with the requisite majority.

Address: - UGB-118A, Roman Court, Ansal Shushant City, Sector – 61, Kundli, Sonipat – 131029, Haryana Contact: - +91-8930138515, +91 9991452565, 0130-6650208 ⊠ : - harsh@oberoiassociates.com, <u>oberoi.pcs@gmail.com</u> <u>Website</u>: www.oberoiassociates.com



RESOLUTION 02: ORDINARY RESOLUTION

Appointment of Mr. Lalit Agarwal (DIN: 00900900) as Director, liable to retire by rotation.

MODE	NO. OF VOTERS/ MEMBERS	TOTAL NO. OF VALID VOTES/ SHARES		FAVOUR		AGAINST			
			VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	
REMOTE E- VOTING	1,349	1,79,01,921	1,345	1,78,99,052	99.98	8	2,869	0.02	
E-VOTING AT THE AGM	25	2,74,732	25	2,74,732	100	-	-	-	
TOTAL	1,374	1,81,76,653	1,370	1,81,73,784	99.98	8	2,869	0.02	

There are 4 (four) shareholders who have voted partially in favour and against. The Shareholders were carrying 49,661 votes, out of which 46,802 votes were cast in Favour and 2,859 votes were cast in Against.

This Resolution has been passed with the requisite majority.



RESOLUTION 03: ORDINARY RESOLUTION

Re-appointment of Statutory Auditors and fixation of their Remuneration.

MODE	NO. OF VOTERS/ MEMBERS	NO. OF VOTES/ SHARES		FAVOUR		AGAINST			
			VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	
REMOTE E- VOTING	1,349	1,79,01,921	1,345	1,79,01,911	100	4	10	0	
E-VOTING AT THE AGM	25	2,74,732	25	2,74,732	100	-	-	-	
TOTAL	1,374	1,81,76,653	1,370	1,81,76,643	100.00	4	10	0.00	

This Resolution has been passed with the requisite majority.

RESOLUTION 04: SPECIAL RESOLUTION

Re-appointment of Mr. Govind Shridhar Shrikhande (DIN: 00029419) as an Independent Director of the Company.

MODE	NO. OF VOTERS/ MEMBERS	NO. OF VOTES/ SHARES		FAVOUR		AGAINST			
			VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	VOTER/ MEMBER	NO. OF VOTES/ SHARES	% OF TOTAL NUMBER OF VALID VOTES CAST	
REMOTE E- VOTING	1,349	1,79,01,921	1,340	1,78,85,505	99.91	9	16,416	0.09	
E-VOTING AT THE AGM	25	2,74,732	25	2,74,732	100	-	-	-	
TOTAL	1,374	1,81,76,653	1,365	1,81,60,237	99.91	9	16,416	0.09	

This Resolution has been passed with the requisite majority.

Address: - UGB-118A, Roman Court, Ansal Shushant City, Sector – 61, Kundli, Sonipat – 131029, Haryana Contact: - +91-8930138515, +91 9991452565, 0130-6650208 ⊠ : - harsh@oberoiassociates.com, <u>oberoi.pcs@gmail.com</u> <u>Website</u>: www.oberoiassociates.com



HANDOVER OF THE RELATED DOCUMENTS

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

ANNOUNCEMENT OF RESULT

I hereby request the Chairperson/ person authorized by the Chairperson, of the 21st AGM of the Company to announce the result of the meeting.

RESTRICTION ON USE

This report has been issued at the request of the Company for submission to stock exchange(s) and placed on the website of the Company and KFintech. This report is not to be used for any other purpose or distributed by the Company to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Digitally signed by HARSH OBEROI Date: 2023.09.15 18:03:12 +05'30'

CS Harsh Oberoi (Scrutinizer) Practising Company Secretary MEMBERSHIP No.: F11088 CP No.: 17834 Peer Review Code: 938/2020 UDIN: F011088E001017885

15.09.2023 | Sonipat

Counter Signed by Chairperson/ Person authorized by the Chairperson

	V-MART RETAIL LIMITED
Date of the AGM/EGM	15-09-2023
Total number of shareholders on record date	25119
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:	3
Public:	117

Resolution No.	1									
Resolution required: (Ordinary/ Special)		otion of financial sta	tomonto of the Con	anony for the Tinon		21 at March 2022				
	URDINARY - Adop	lion of financial sta	tements of the Con	ipany for the Finan	icial year ended on	31St March, 2023.				
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		87,67,948	100.0000	87,67,948	0	100.0000	0.0000	(0
	Poll	07.07.040	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	87,67,948								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		87,67,948	100.0000	87,67,948	0	100.0000	0.0000	C	0
	E-Voting		85,41,503	97.6020	85,41,503	0	100.0000	0.0000	0	0
	Poll	87,51,359	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	87,51,359								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		85,41,503	97.602	85,41,503	0	100.0000	0.0000	0	0
	E-Voting		5,92,469	26.2945	5,92,463	6	99.9989	0.0010	0) 1
	Poll	22 52 202	2,74,732	12.1930	2,74,732	0	100.0000	0.0000	C	0 0
	Postal Ballot (if	22,53,203								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		8,67,201	38.4875	8,67,195	6	99.9993	0.0007	C	1
	Total	1,97,72,510	1,81,76,652	91.9289	1,81,76,646	6	100.0000	0.0000	C	1

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Mr. Lali	t Agarwal (DIN: 009	00900) as Director,	liable to retire by r	otation.				
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
E-Voting Poll	E-Voting		87,67,948	100.0000	87,67,948	0	100.0000	0.0000	(0
		0	0.0000	0	0	0.0000	0.0000	(0	
	Postal Ballot (if	87,67,948								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(0 0
	Total		87,67,948	100.0000	87,67,948	0	100.0000	0.0000	(0
	E-Voting		85,41,503	97.6020	85,38,644	2,859	99.9665	0.0334	(0 0
	Poll	07 54 350	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	87,51,359								
Public-Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(0
	Total		85,41,503	97.602	85,38,644	2,859	99.9665	0.0335	(0 0
	E-Voting		5,92,470	26.2946	5,92,460	10	99.9983	0.0016	(0 0
	Poll	22 52 202	2,74,732	12.1930	2,74,732	0	100.0000	0.0000	(0 0
	Postal Ballot (if	22,53,203								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(0
	Total		8,67,202	38.4876	8,67,192	10	99.9988	0.0012	(0
	Total	1,97,72,510	1,81,76,653	91.9289	1,81,73,784	2,869	99.9842	0.0158	(0

Resolution No.	2									
	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-a	opointment of Statu	tory Auditors and f	fixation of their Rer	nuneration					
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		87,67,948	100.0000	87,67,948	0	100.0000	0.0000	(0 0
Poll	Poll	87,67,948	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	87,07,940								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(0 0
	Total		87,67,948	100.0000	87,67,948	0	100.0000	0.0000	(0 0
	E-Voting		85,41,503	97.6020	85,41,503	0	100.0000	0.0000	(0 0
	Poll	87,51,359	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	67,51,559								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(0 0
	Total		85,41,503	97.602	85,41,503	0	100.0000	0.0000	(0 0
	E-Voting		5,92,470	26.2946	5,92,460	10	99.9983	0.0016	(0 0
	Poll	22,53,203	2,74,732	12.1930	2,74,732	0	100.0000	0.0000	(0 0
	Postal Ballot (if	22,53,203								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(0 0
	Total		8,67,202	38.4876	8,67,192	10	99.9988	0.0012	(0 0
	Total	1,97,72,510	1,81,76,653	91.9289	1,81,76,643	10	99.9999	0.0001	. (0 0

Resolution No.	4									
Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo	intment of Mr. Gov	vind Shridhar Shrikl	nande (DIN: 000294	19) as an Independ	dent Director of the	e Company.			
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares		-	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting			(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		87,67,948		87,67,948				() 0
	Poll		0	0.0000	0	0	0.0000	0.0000	() 0
	Postal Ballot (if	87,67,948								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		87,67,948		87,67,948	0	100.0000		() 0
	E-Voting		85,41,503	97.6020	85,25,100		99.8079	0.1920	(0
	Poll		0	0.0000	0	0	0.0000	0.0000	() 0
	Postal Ballot (if	87,51,359								-
Public-Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		85,41,503	97.602	85,25,100	16,403	99.8080	0.1920	(0
	E-Voting		5,92,470	26.2946	5,92,457	,			(0
	Poll	1	2,74,732	12.1930	2,74,732		100.0000	0.0000	() 0
	Postal Ballot (if	22,53,203	. , -			-				_
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		8,67,202		8,67,189	13			0	0
	Total	1,97,72,510		91.9289		16,416	99.9097	0.0903	0	0