



PRICE "LESS" FASHION

RefNo: CS/S/L- 442/2020-21

30th September, 2020

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| <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: Summary of Proceedings of the 18th 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 summary of proceedings of the 18th Annual General Meeting of the Company held on Wednesday 30th September, 2020 at 11:00 a.m. (IST) through Video Conferencing ("VC") 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, Gurugram - 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





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**SUMMARY OF PROCEEDINGS OF THE 18TH ANNUAL GENERAL MEETING OF V-MART
RETAIL LIMITED**

The 18th Annual General Meeting of the members of V-Mart Retail Limited was held on Wednesday, 30th September, 2020 at 11:00 a.m. through video conference (VC) in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs ("MCA") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020.

Ms. Megha Tandon, Company Secretary of the Company welcomed the members and others present at the 18th Annual General Meeting of the Company through VC and briefed them on certain points relating to the participation at the Meeting through VC.

Further, she informed the members that the Company had engaged the services of Kfin Technologies Private Limited as an agency to provide remote e-voting and e-voting facility. The remote e-voting commenced at 9.00 a.m. on 27th September, 2020 and ended at 5.00 p.m. on 29th September, 2020. 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 cast their vote prior to the Meeting.

She also informed that the Board of Directors have appointed Mr. Mayank Vashist, Practicing Company Secretary from M/s Vashist M & 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 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, except for the authorized representatives of corporate shareholders

She then requested Mr. Lalit Agarwal, Chairman & Managing Director of the Company to take the Chair and conduct the proceedings.

Mr. Lalit Agarwal welcomed the members and introduced the Directors and other Invitees participating through VC hosted by KFin Technologies Private Limited. The Company's Statutory Auditors and Secretarial Auditors were also present at the Meeting through VC. 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.

With the permission of the Members present, the notice dated September 5, 2020 convening the 18th Annual General Meeting (AGM) together with the statement prepared in terms of section



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102 of the Companies Act, 2013 attached to the said notice, the Audited Financial Statements for the year ended March 31, 2020, the Director's 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 successes achieved during the financial year 2019-20 to the members present at the meeting.

Thereafter, the Chairman invited 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 (DIN: 00900900), the Chairman & Managing Director of the Company.

The following items of business as set out in the Notice of 18th AGM were transacted through e-voting / remote e-voting.

| Sr. 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, 2020, along with the reports of the Auditors and the Board of Directors thereon. | Ordinary |
| 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. | Ordinary |
| B. | Special Business | |
| 3 | Re-appointment of Ms. Sonal Mattoo (DIN: 00106795) as an Independent Director of the Company for second term of five consecutive years | Special |
| 4 | Re-appointment of Mr. Murli Ramachandran (DIN: 00264018) as an Independent Director of the Company for second term of five consecutive years. | Special |



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| 5 | Approval of V-Mart Retail Ltd. Employee Stock Option Plan 2020 (ESOP Scheme, 2020) | Special |
| 6 | Approval for Raising Funds: | Special |
| 7 | Approve the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association | Ordinary |

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.vmart.co.in and website of Kfin Technologies Private Limited, within 48 hours.

Meeting concluded at 11:59 a.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: September 30, 2020
Place: Gurugram

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