



PRICE "LESS" FASHION

18th September, 2017

Ref. No. CS/S/L-203/ 2017-18

To,

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: cmllist@nse.co.in

To:
The Corporate Relationship Department
THE BSE LTD
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip code: 534976
Fax: 022-22723121
Email: corp.relations@bseindia.com

Sub: Proceedings of the 15th 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 15th Annual General Meeting of the Company held on Monday 18th September, 2017 at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector -12, R.K. Puram, New Delhi – 110022.

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



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PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING OF V-MART RETAIL LIMITED HELD ON MONDAY, 18TH SEPTEMBER, 2017 AT 9:30 A.M. AT DELHI KARNATAKA SANGHA AUDITORIUM, RAO TULARAM MARG, SECTOR -12, R.K. PURAM, NEW DELHI – 110022.

The 15th Annual General Meeting of the members of V-Mart Retail Limited was held on 18th September, 2017 at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector -12, R.K. Puram, New Delhi – 110022 at 9:30 a.m.

Mr. Lalit Agarwal, Chairman & Managing Director of the Company took the Chair and welcomed the members and others present at the 15th Annual General Meeting of the Company 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 18th August, 2017 convening the 15th 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, 2017, the Directors Report alongwith the annexure thereto, was taken as read.

The Chairman requested the Company Secretary to read the Statutory Auditors Report. At the instance of members present and with their due permission, the Auditors' Report was taken as read by the Company Secretary.

The Chairman further informed the members that there were no qualification remarks reported by the Statutory & Secretarial Auditors of the Company in their respective Reports.

The Chairman then proceeded to deliver his speech to the Members of the Company.

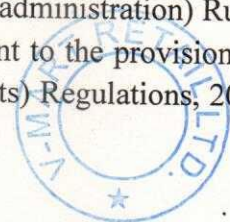
The Chairman then informed the members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and administration) Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015,

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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. 11st September, 2017 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 15th September, 2017 at 9:00 A.M. and ended on 17th September, 2017 at 5:00 P.M. and providing the similar facility to vote on the resolutions as set out in the Notice of 15th AGM by means of Ballot 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.

The Chairman further informed that Mr. Jitender Singh, 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. Jitender Singh, Scrutinizer conducted the Poll process for those shareholders who had not casted their votes by means of remote e-voting. After ensuring that all the members and proxies participating in the poll had casted 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 scrutinizers 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 Computershare Private Limited.

Following business as contained in the Notice of the 15th AGM were transacted through remote e-voting and by ballot at the AGM:

ORDINARY BUSINESS

Item No. 1: To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 along with the Reports of the Auditors and Directors thereon.

Item No. 2: To declare the dividend at the rate of Rs. 1.25/- per equity share for the financial year 2016-17.



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Item No. 3: To appoint a Director in place of Mr. Lalit Agarwal (DIN – 00900900), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4: To re-appoint the Statutory Auditors of the Company and to fix their remuneration

SPECIAL BUSINESS:

Item No. 5: To approve re-appointment of Mr. Lalit Agarwal (DIN 00900900) as Chairman & Managing Director of the Company and revision of his remuneration.

Item No. 6: To approve re-appointment of Mr. Madan Gopal Agarwal (DIN 02249947) as Whole-time Director of the Company and revision of his remuneration.

Item No. 7: To approve the increase in total number of ESOP Options under existing ESOP Scheme of the Company from three lacs to six lacs options.

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 : 18th September, 2017
Place : New Delhi