



Date: 18th September, 2017

PRICE "LESS" FASHION

Ref. No. : CS/S/L-205/ 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: cmlist@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: Outcome (voting results) of 15th 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 Outcome (voting results) of the **15th Annual General Meeting** of the Company held on Monday i.e. September 18, 2017 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

(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

V-MART RETAIL LTD.
15th ANNUAL GENERAL MEETING-VOTING RESULTS
(Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

	V-MART RETAIL LIMITED
Date of the AGM/EGM	18-09-2017
Total number of shareholders on record date	4514
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Audited Financial Statements of the Company for the financial year ended 31st March, x00D_							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9844063	9844063	100.0000	9844063	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9844063	100	9844063	0	100	0
Public- Institutions	E-Voting	5387637	4527937	84.0431	4527937	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4527937	84.0431	4527937	0	100	0
Public- Non Institutions	E-Voting	2865655	9041	0.3155	9041	0	100.0000	0.0000
	Poll		15421	0.5381	15421	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24462	0.8536	24462	0	100	0
Total		18097355	14396462	79.5501	14396462	0	100.0000	0.0000

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declare a dividend of Rs.1.25/- per equity share for the financial year 2016-17.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9844063	9844063	100.0000	9844063	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9844063	100	9844063	0	100	0
Public- Institutions	E-Voting	5387637	4670850	86.6957	4670850	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4670850	86.6957	4670850	0	100	0
Public- Non Institutions	E-Voting	2865655	9041	0.3155	9041	0	100.0000	0.0000
	Poll		15421	0.5381	15421	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24462	0.8536	24462	0	100	0
Total		18097355	14539375	80.3398	14539375	0	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director in place of Mr. Lalit Agarwal (DIN00900900), who retires by rotation and being eligible, offers himself forre-							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9844063	9844063	100.0000	9844063	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9844063	100	9844063	0	100	0
Public- Institutions	E-Voting	5387637	4670850	86.6957	4135850	535000	88.5459	11.4540
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4670850	86.6957	4135850	535000	88.546	11.454
Public- Non Institutions	E-Voting	2865655	9041	0.3155	9041	0	100.0000	0.0000
	Poll		15421	0.5381	15421	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24462	0.8536	24462	0	100	0
Total		18097355	14539375	80.3398	14004375	535000	96.3203	3.6797

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Appointment of Statutory Auditors and to fix their remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9844063	9844063	100.0000	9844063	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9844063	100	9844063	0	100	0
Public- Institutions	E-Voting	5387637	4670850	86.6957	4670850	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4670850	86.6957	4670850	0	100	0
Public- Non Institutions	E-Voting	2865655	9041	0.3155	9041	0	100.0000	0.0000
	Poll		15421	0.5381	15421	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24462	0.8536	24462	0	100	0
Total		18097355	14539375	80.3398	14539375	0	100.0000	0.0000

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment and revision of the remuneration of Mr. Lalit Agarwal (DIN 00900900) as Managing Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9844063	9844063	100.0000	9844063	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9844063	100	9844063	0	100	0
Public- Institutions	E-Voting	5387637	4670850	86.6957	4135850	535000	88.5459	11.4540
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4670850	86.6957	4135850	535000	88.546	11.454
Public- Non Institutions	E-Voting	2865655	9041	0.3155	9041	0	100.0000	0.0000
	Poll		15421	0.5381	15421	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24462	0.8536	24462	0	100	0
Total		18097355	14539375	80.3398	14004375	535000	96.3203	3.6797



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment and revision of the remuneration of Mr. MadanGopalAgarwal (DIN 02249947) as Whole-time Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9844063	9844063	100.0000	9844063	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9844063	100	9844063	0	100	0
Public- Institutions	E-Voting	5387637	4670850	86.6957	4670850	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4670850	86.6957	4670850	0	100	0
Public- Non Institutions	E-Voting	2865655	9041	0.3155	9041	0	100.0000	0.0000
	Poll		15421	0.5381	15421	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24462	0.8536	24462	0	100	0
Total		18097355	14539375	80.3398	14539375	0	100.0000	0.0000

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Amendment in existing ESOP scheme of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9844063	9844063	100.0000	9844063	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9844063	100	9844063	0	100	0
Public- Institutions	E-Voting	5387637	4670850	86.6957	2766696	1904154	59.2332	40.7667
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4670850	86.6957	2766696	1904154	59.2332	40.7668
Public- Non Institutions	E-Voting	2865655	9041	0.3155	9041	0	100.0000	0.0000
	Poll		15421	0.5381	15421	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24462	0.8536	24462	0	100	0
Total		18097355	14539375	80.3398	12635221	1904154	86.9035	13.0965





**SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING THROUGH POLL AND
REMOTE E-VOTING**

The Chairman

V-Mart Retail Limited

**610-611, Guru Ram Dass Nagar,
Main Market, Opp. SBI Bank,
Laxmi Nagar, New Delhi - 110092**

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through Poll and Remote E-voting

I, Jitender Singh, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **V-Mart Retail Limited ("the Company") vide resolution dated 18th August, 2017** for the purpose of scrutinizing the voting by poll and electronic ("remote e-Voting") in a fair and transparent manner pursuant to Section 108 & 109 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice to the 15th Annual General Meeting ("AGM") of the Members of the Company 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, India.

I hereby submit my report as under:

- (i) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the Listing Agreement with the Stock Exchanges, the Company has engaged Karvy Computershare Private Limited to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote E-Voting");
- (ii) The Shareholders of the Company holding shares as on the "cutoff" date of September 11, 2017 were entitled to avail the facility of remote e-voting as well as voting at the AGM on the proposed resolution(s)/item(s) as set out at item nos. 1 to 7 in the Notice of the AGM;
- (iii) In terms of the AGM notice, the voting period for remote e-voting commenced on 15th September 2017 at 9.00 a.m. and ended on 17th September 2015 at 5.00 p.m. (both days inclusive);

Off: F-9/2, G-3 East Patel Nagar, New Delhi-110008
Email: hja.associate@gmail.com| Tel: +91-9871004314



- (iv) At the end of remote e-voting period, the Karvy e-voting platform was blocked;
- (v) The Company has also provided voting through ballot paper to the members present at the AGM (either in person or proxy) who had not cast their vote through remote e-voting;
- (vi) The Votes casted through Remote E-voting process were unblocked in the presence of Ms. Hema Bansal, R/o B-3, Type V, Pusa Institute, New Delhi-110012 & Mr. Parveen Dalain, R/o E-200, 3rd Floor, West Patel Nagar, New Delhi-110008 not being in the employment of the Company.
- (vii) Immediately after the conclusion of voting at the AGM through ballot paper, the ballot boxes having votes casted at the AGM through ballot paper were opened in the presence of Ms. Hema Bansal & Mr. Parveen Dalain not being in the employment of the Company.

The Register, all other papers and relevant records relating to the electronic voting ("remote e-voting") & poll shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

I hereby submit my consolidated scrutinizer's report on the results of voting through electronic means (remote e-voting) and Physical ballot in respect of the Resolutions as mentioned/stated in the said AGM Notice is annexed and forms an integral part of the report.

Thanking you.

Yours faithfully,



(Jitender Singh)

Scrutinizer

CP No. 12463

ACS No. 33610

Date: 18th September 2017

Place: New Delhi

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

Particulars	No. of Members			No. of Votes Contained In				
	Remote E-Voting	Poll	Total	Remote E-Voting	Poll	Total	%age	
In Favour	43	24	67	14381041	15421	14396462	100%	
Against	0	0	0	0	0	0	0	
Total	43	24	67	14381041	15421	14396462	100%	
Invalid/ Abstain	6	0	6	142913	0	142913		
This resolution has been passed with requisite majority								



Resolution No. 2:	
Subject	To declare a dividend at the rate of Rs. 1.25/- per equity share for the financial year 2016-17.
Type of Resolution	Ordinary Resolution

Particulars	No. of Members			No. of Votes Contained In			
	Remote E-Voting	Poll	Total	Remote E-Voting	Poll	Total	%age
In Favour	49	24	73	14523954	15421	14539375	100%
Against	0	0	0	0	0	0	0
Total	49	24	73	14523954	15421	14539375	100%
Invalid/ Abstain	0	0	0	0	0	0	0
This resolution has been passed with requisite majority							



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

Particulars	No. of Members			No. of Votes Contained In			%age
	Remote E-Voting	Poll	Total	Remote E-Voting	Poll	Total	
In Favour	48	24	72	13988954	15421	14004375	96.3203
Against	1	0	1	535000	0	535000	3.6797
Total	49	24	73	14523954	15421	14539375	100
Invalid/ Abstain	0	0	0	0	0	0	

This resolution has been passed with requisite majority



Resolution No. 4:	
Subject	To re-appoint M/s Walker Chandio & Co. LLP, Chartered Accountants (FRN 001076N/N500013) as the Statutory Auditors of the Company and to fix their remuneration.
Type of Resolution	Ordinary Resolution

Particulars	No. of Members			No. of Votes Contained In			%age
	Remote E-Voting	Poll	Total	Remote E-Voting	Poll	Total	
In Favour	49	24	73	14523954	15421	14539375	100
Against	0	0	0	0	0	0	0
Total	49	24	73	14523954	15421	14539375	100
Invalid/ Abstain	0	0	0	0	0	0	0
This resolution has been passed with requisite majority							



Resolution No. 5:	
Subject	To re-appoint Mr. Lalit Agarwal, (DIN-00900900) as Chairman and Managing Director of the Company for the period of 5 years and Revision/variation in his remuneration.
Type of Resolution	Special Resolution

Particulars	No. of Members			No. of Votes Contained In			%age
	Remote E-Voting	Poll	Total	Remote E-Voting	Poll	Total	
In Favour	48	24	72	13988954	15421	14004375	96.3203
Against	1	0	1	535000	0	535000	3.6797
Total	49	24	73	14523954	15421	14539375	100
Invalid/ Abstain	0	0	0	0	0	0	
This resolution has been passed with requisite majority							



Resolution No. 6:	
Subject	To re-appoint Mr. Madan Gopal Agarwal, (DIN - 02249947) as Whole-time Director of the Company for the period of 5 years and Revision/variation in his remuneration
Type of Resolution	Special Resolution

Particulars	No. of Members			No. of Votes Contained In			%age
	Remote E-Voting	Poll	Total	Remote E-Voting	Poll	Total	
In Favour	49	24	73	14523954	15421	14539375	100
Against	0	0	0	0	0	0	0
Total	49	24	73	14523954	15421	14539375	100
Invalid/ Abstain	0	0	0	0	0	0	
This resolution has been passed with requisite majority							



Resolution No. 7:	
Subject	To increase in total number of ESOP options under existing ESOP scheme of the Company.
Type of Resolution	Special Resolution

Particulars	No. of Members			No. of Votes Contained In			
	Remote E-Voting	Poll	Total	Remote E-Voting	Poll	Total	%age
In Favour	34	24	58	12619800	15421	12635221	86.9035
Against	15	0	15	1904154	0	1904154	13.0965
Total	49	24	73	14523954	15421	14539375	100
Invalid/ Abstain	0	0	0	0	0	0	
This resolution has been passed with requisite majority							

