



Date: 29th September, 2016

PRICE "LESS" FASHION

Ref. No. : CS/S/L-137/ 2016-17

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: Outcome (voting results) of 14th 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 **14th Annual General Meeting** of the Company held on Wednesday i.e. September 28, 2016 along with Scrutinizer's Report.

We request you to kindly take the same on record.

Thanking you,

For V-Mart Retail Limited


Sudhir Kumar
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

V-MART RETAIL LTD.

14th ANNUAL GENERAL MEETING-VOTING RESULTS

(Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date of AGM	Wednesday, September 28, 2016
Total no. of shareholders as on record date i.e. September 21, 2016	3855
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	12 in person
Public:	29 in person
No. of shareholders attended the meeting through video conferencing :	
Promoters and promoter Group:	Not applicable
Public:	Not applicable

DETAILS OF AGNEDA

Resolution no.	1							
Agenda Item	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 along with the Reports of the Auditors and Directors thereon;							
Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/ Resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes Poll (2)	% of votes Poll (3)= [(2)/(1)]*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes Poll (6)= [(4)/(2)]*100	% of votes against on votes Poll (7)= [(5)/(2)]*100
Promoter and Promoter group	E-voting	10019063	9978975	99.5999	9978975	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9978975	99.5999	9978975	0	100.00	0
Public - Institutions	E-voting	5366499	2987589	55.6711	2987589	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2987589	55.6711	2987589	0	100.00	0
Public-Non Institutions	E-voting	2682598	420	0.0157	420	0	100.00	0
	Poll		44879	1.673	44879	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45299	1.6887	45299	0	100.00	0
Total		18068160	13011863	72.0154	13011863	0	100.00	0

Result : Resolution passed with requisite majority



Resolution no.	2							
Agenda Item	To declare a final dividend of Rs. 0.10/- per equity share for the financial year 2015-16 and to confirm the Interim Dividend of Rs. 1.15/- per equity share declared and paid during the year ended 31st March, 2016;							
Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/ Resolution?	Yes							
Category	Mode of Voting	No. of shares held	No. of votes Poll	% of votes Poll	No. of votes-in favour	No. of votes-against	% of votes in favour on votes Poll	% of votes against on votes Poll
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter group	E-voting	10019063	9978975	99.5999	9978975	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9978975	99.5999	9978975	0	100.00	0
Public - Institutions	E-voting	5366499	3236090	60.3	3236090	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3236090	60.3	3236090	0	100.00	0
Public-Non Institutions	E-voting	2682598	420	0.0157	420	0	100.00	0
	Poll		44879	1.673	44879	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45299	1.6887	45299	0	100.00	0
Total		18068160	13260364	73.3908	13260364	0	100.00	0

Result : Resolution passed with requisite majority



Resolution no.	3							
Agenda Item	To appoint a Director in place of Mr. Madan Gopal Agarwal (holding DIN 02249947), who retires by rotation and being eligible, offers himself for re-appointment							
Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/ Resolution?	Yes							
Category	Mode of Voting	No. of shares held	No. of votes Poll	% of votes Poll	No. of votes- in favour	No. of votes- against	% of votes in favour on votes Poll	% of votes against on votes Poll
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter group	E-voting	10019063	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutions	E-voting	5366499	3236090	60.3017	3236090	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3236090	60.3017	3236090	0	100.00	0
Public-Non Institutions	E-voting	2682598	420	0.0157	297	123	70.7142	29.2857
	Poll		44879	1.673	44879	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45299	1.6887	45176	123	99.7285	0.2715
Total		18068160	3281389	18.1612	3281266	123	99.9963	0.0037

Result : Resolution passed with requisite majority



Resolution no.	4							
Agenda Item	To ratify the appointment of Statutory Auditors and to fix their remuneration							
Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/ Resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes Poll	% of votes Poll	No. of votes- in favour	No. of votes- against	% of votes in favour on votes Poll	% of votes against on votes Poll
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter group	E-voting	10019063	9978975	99.5999	9978975	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9978975	99.5999	9978975	0	100.00	0
Public - Institutions	E-voting	5366499	3236090	60.3017	3236090	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3236090	60.3017	3236090	0	100.00	0
Public-Non Institutions	E-voting	2682598	420	0.0157	377	43	89.7619	10.238
	Poll		44879	1.673	44879	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45299	1.6887	45256	43	99.9051	0.0949
Total		18068160	13260364	73.3908	13260321	43	99.9997	0.0003

Result : Resolution passed with requisite majority



Resolution no.	5							
Agenda Item	To approve the revision/variation in the remuneration of Mr. Lalit Agarwal, as Chairman & Managing Director							
Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/ Resolution?	Yes							
Category	Mode of Voting	No. of shares held	No. of votes Poll	% of votes Poll	No. of votes-in favour	No. of votes-against	% of votes in favour on votes Poll	% of votes against on votes Poll
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter group	E-voting	10019063	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutions	E-voting	5366499	3236090	60.3017	3236090	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3236090	60.3017	3236090	0	100.00	0
Public-Non Institutions	E-voting	2682598	420	0.0157	340	80	80.9523	19.0476
	Poll		44879	1.673	44879	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45299	1.6887	45219	80	99.8234	0.1766
Total		18068160	3281389	18.1612	3281309	80	99.9976	0.0024

Result : Resolution passed with requisite majority



Resolution no.	6							
Agenda Item	To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, as Whole-time Director							
Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/ Resolution?	Yes							
Category	Mode of Voting	No. of shares held	No. of votes Poll	% of votes Poll	No. of votes-in favour	No. of votes-against	% of votes in favour on votes Poll	% of votes against on votes Poll
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter group	E-voting	10019063	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutions	E-voting	5366499	3236090	60.3017	3236090	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3236090	60.3017	3236090	0	100	0
Public-Non Institutions	E-voting	2682598	420	0.0157	297	123	70.7142	29.2857
	Poll		44879	1.673	44879	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45299	1.6887	45176	123	99.7285	0.2715
Total		18068160	3281389	18.1612	3281266	123	99.9963	0.0037

Result : Resolution passed with requisite majority



CS Jitender Singh

Practising Company Secretary

C.P. No.: 12463



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

The Chairman

M/s. 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 authority of the Board of Directors of **M/s. V-Mart Retail Limited ("the Company")** vide **resolution dated 5th August, 2016** for the purpose of scrutinizing the voting by Poll and electronic means ("remote e-Voting") in a fair and transparent manner pursuant to Section 108 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 14th Annual General Meeting ("AGM") of the Members of the Company, held on Wednesday 28th September, 2016 at 9:30 A.M. at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector -12, R. K. Puram, New Delhi – 110022.

I hereby submit my consolidated report as under:

A. Voting through Remote e-Voting:

1. The Company has availed the Remote e-Voting facility offered by Karvy Computershare Private Limited for conducting Remote e-Voting by the Shareholders of the Company.
2. The Shareholders of the Company holding shares as on the "cutoff" date of September 21, 2016, were entitled to vote on the proposed resolution(s) as set out at Resolution nos. 1 to 6 in the Notice of the AGM of M/s V-Mart Retail Limited.
3. The Remote e-voting period for Remote e-voting commenced on 25th September, 2016 at 9.00 a.m. and ended on 27th September 2016 at 5.00 p.m. and the Karvy Remote e-voting platform was blocked thereafter and the votes cast under Remote e-voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:

Off: 9/2, G-3, East Patel Nagar, New Delhi-110008
Email: hja.associate@gmail.com | Tel: +91 11 456 5656



Mr. Parveen Dalain, R/o 2150/2, West Patel Nagar, New Delhi-110008
Ms. Hema Bansal, R/o B-3. Type -V, Pusa Institute, New Delhi-110012

4. We have scrutinized and reviewed the Remote e-voting results alongwith the list of shareholders who voted "FOR" and "AGAINST" the below resolutions as were downloaded from the Karvy Remote e-voting system.

B. Voting through Poll:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in presence of me with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in presence of Ms. Hema Bansal, R/o B-3, Type V, Pusa Institute, New Delhi-110012 & Mr. Parveen Dalain, R/o 2150/2, West Patel Nagar, New Delhi-110008 and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The Register, all other papers and relevant records relating to electronic voting ("Remote e-voting") and 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 now submit the Consolidated Report as **Annexure-1** on the result of the Poll and Remote e-voting through electronic means in respect of the said Resolutions.

Thanking you,

Yours faithfully,



(Jitender Singh)
Practising Company Secretary
Scrutinizer
CP No. 12463
ACS No. 33610

ANNEXURE-1

Resolution No. 1:	
Subject	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 along with the Reports of the Auditors and Directors thereon.
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	41	18	59	12966984	44879	13011863	100
Against	0	0	0	0	0	0	0
Total	41	18	59	12966984	44879	13011863	100
Invalid/ Abstain	8	0	8	248501	0	248501	-
This resolution has been passed with requisite majority							



Resolution No. 2:	
Subject	To declare a final dividend of Rs. 0.10/- per equity share for the financial year 2015-16 and to confirm the interim dividend of Rs. 1.15/- per equity share declared and paid during the year ended 31st March, 2016.
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	18	67	13215485	44879	13260364	100
Against	0	0	0	0	0	0	0
Total	49	18	67	13215485	44879	13260364	100
Invalid/ Abstain	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. Madan Gopal Agarwal (holding DIN 02249947) 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	36	18	54	3236387	44879	3281266	99.9963
Against	2	0	2	123	0	123	0.0037
Total	38	18	56	3236510	44879	3281389	100
Invalid/ Abstain	11	0	11	9978975	0	9978975	-
This resolution has been passed with requisite majority							



Resolution No. 4:	
Subject	To ratify the appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants (Firm Reg. No. 001076N/N500013) as Statutory Auditors of the Company.
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	18	66	13215442	44879	13260321	99.9997
Against	1	0	1	43	0	43	0.0003
Total	49	18	67	13215485	44879	13260364	100
Invalid/ Abstain	0	0	0	0	0	0	-
This resolution has been passed with requisite majority							



Resolution No. 5:	
Subject	To approve the revision/variation in the remuneration of Mr. Lalit Agarwal, Chairman & Managing Director.
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	37	18	55	3236430	44879	3281309	99.9976
Against	1	0	1	80	0	80	0.0024
Total	38	18	56	3236510	44879	3281389	100
Invalid/ Abstain	11	0	11	9978975	0	9978975	-
This resolution has been passed with requisite majority							



Resolution No. 6:	
Subject	To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, Whole-time Director.
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	36	18	54	3236387	44879	3281266	99.9963
Against	2	0	2	123	0	123	0.0037
Total	38	18	56	3236510	44879	3281389	100
Invalid/ Abstain	11	0	11	9978975	0	9978975	-
This resolution has been passed with requisite majority							

