



VASA RETAIL AND OVERSEAS LTD.

(Formerly known as VASA INTERNATIONAL)

RETAIL • WHOLESALE • EXPORTERS • IMPORTERS

Office No. 127, 1st Floor, BGTA Godavari Premises Co-Soc. Ltd., Building No. G1,
Wadala Truck Terminal, Wadala (E), Mumbai - 400 037. Tel : +91 91374 07291

E-mail : marketing@vasagroup.in / info@vasagroup.in / hardik@vasagroup.in

Website : www.vasagroup.in

CIN Number : U74110MH2017PLC301013

28th September, 2018

To,

Manager - Listing Department

National Stock Exchange of India Ltd

Exchange Plaza, Bandra Kurla Complex

Bandra (East),

Mumbai - 400051

Symbol: VASA

Dear Sir,

Sub.: Proceedings of 1st Annual General Meeting held on Friday, 28th September, 2018.

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceeding of the 1st Annual General Meeting (AGM) of the Members of the Company held on Friday, 28th September, 2018 at 3.00 pm at Registered office of the Company at A-126, 1st Floor, Plot G-1, BGTA Godavari Premises Co. Op Soc. Ltd., Wadala Truck Terminal Road, Opp. Lodha New Cuffe Parade Wadala (East) MH 400 037.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For Vasa Retail and Overseas Limited


Hardik Bhupendra Vasa

Managing Director

DIN: 03600510

Encl.: As above



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PROCEEDINGS OF THE 1ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 28TH SEPTEMBER, 2018

The 1st Annual General Meeting (AGM) of the Members of the Company was convened and duly held on Friday, 28th September, 2018 at A-126, 1st Floor, Plot G-1, BGTA Godavari Premises Co. Op Soc. Ltd., Wadala Truck Terminal Road, Opp. Lodha New Cuffe Parade Wadala (East) MH 400 037 as per Notice dated 24th August, 2018 issued by the Company in this regard.

The meeting commenced at 3.00 P.M.

Mr. Hardik Vasa, was the Chairman of the Meeting.

As the requisite quorum was present, Chairman called the meeting to order. The Chairman introduced the Board Members present on the dais. He informed the members present that:

- The Notice convening the AGM and the Annual Report containing the Audited Financial Statements for the Financial Year ended on 31st March, 2018, Boards' Report and Auditors' Report thereon along with relevant annexure were duly dispatched to the members by e-mail and courier.
- The Registers maintained under the provisions of Sections 105, 170 and 189 of the Companies Act, 2013 and the rules made thereunder were laid on the table and were open for inspection during the AGM.

The Chairman delivered his Speech to the members present at the meeting and briefed them about the progress and achievements of the Company during the financial year 2017-18. With the permission of the members present he took the notice of the AGM as read.

The Chairman informed that the Statutory Auditors' Report and Secretarial Auditors' Report does not have any qualification, observations or comments which will have any adverse effect on the functioning of the Company. Hence, both the Reports were taken as read with the permission of the Members.



He further informed that:

- As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to exercise vote in respect of all the resolutions as set out in the Notice of 1st AGM by electronic means through e-voting platform of Central Depository Services Limited (CDSL).
- The e-voting period commenced on Tuesday, 25th September, 2018 at 09.00 a.m. and ended on Thursday, 27th September, 2018 at 5.00 p.m.
- The Company had also provided facility for voting through polling papers by those members who were present at the AGM, either personally or by proxy and who had not cast their vote earlier through e-voting on all the resolutions as set out in the Notice of AGM.
- The Board of Directors had appointed M/s. RRBP & Company, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process as well as voting by way of Polling papers at the venue in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated 24th August, 2018, were then put to vote through Polling Paper (to be voted by only those members who have not casted their vote earlier through e-voting):

Item No.	Brief description of Resolution	Type of Resolution
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 together with the Reports of the Directors' and the Auditors' thereon.	Ordinary
2	Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31 st March, 2018.	Ordinary
3	Ordinary Resolution for appointment of New Statutory Auditor M/s. Jain Chhajer & Associates, Chartered Accountants, Mumbai (FRN: 127911W) Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.	Ordinary
4	Special Resolution for Revision in Remuneration of Mr. Hardik Bhupendra Vasa (DIN: 03600510) as Managing Director of the Company.	Special
5	Special Resolution for Revision in Remuneration of Mrs. Kajal Hardik Vasa (DIN: 03600495) as Whole Time Director of the Company .	Special
6	Special Resolution for appointment a New Director of Mr. Manish Kumar Badola (DIN 05016172) as Whole Time Director - Finance being eligible, offers himself for appointment.	Special

7	Special Resolution for appointment a New Director of Mrs. Chhaya Hemal Bhagat (DIN 07810273) as Whole Time Director being eligible, offers himself for appointment	Special
8	Special Resolution for appointment a New Director of Mr. Hiten Jagmohandas Pabari (DIN 02694328) as Whole Time Director being eligible, offers himself for appointment.	Special
9	Special Resolution for appointment a New Non-Executive Independent Director of Ms. Atrayee Dutta Gupta (DIN 08201384) being eligible, offers himself for appointment	Special

The Scrutinizer locked and sealed the empty Poll box in presence of the members. The members/ proxy shareholders after casting their votes deposited duly filled up Polling papers in the Poll Box. The Poll box with the Poll Sheets was handed over to the Scrutinizer.

The Chairperson further informed the members present that the consolidated results of the e-voting process and use of polling papers will be declared by 30th September, 2018 (within 48 hours of the conclusion of the AGM) upon receipt of the Scrutinizers' Report and will be displayed at the Registered Office of the Company situated at A-126, 1st Floor, Plot G-1, BGTA Godavari Premises Co. Op Soc. Ltd., Wadala Truck Terminal Road, Opp. Lodha New Cuffe Parade Wadala (East) MH 400 037.

The same will also be available on the Company's website www.vasagroup.in and the website of CDSL viz. www.evotingindia.com and communicated to the Stock Exchanges where the shares of the Company are listed.

After conclusion of the voting process the meeting ended with a vote of thanks to the Chair.

For Vasa Retail and Overseas Limited


Hardik Bhupendra Vasa
Managing Director
DIN: 03600510