



Ref No: CS/S/L-906/2025-26

29th July, 2025

<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: cmist@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: Proceedings of the 23rd Annual General Meeting of the Company

Dear Sir/Madam,

The 23rd Annual General Meeting of the Company was held on Tuesday, 29th July, 2025 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 30 read with Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the following:

1. Proceedings of the AGM
2. Presentation by Chairperson & Managing Director

We request you to kindly take the same on record.

Thanking You,

For V-Mart Retail Limited

Megha Tandon
(Company Secretary & Compliance Officer)

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



SUMMARY OF PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING OF V-MART RETAIL LIMITED

The 23rd Annual General Meeting of the members of V-Mart Retail Limited was held on Tuesday, 29th July, 2025 at 11:00 A.M. through video conference or other audio-visual means (VC / OAVM). The AGM was held in compliance with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and other applicable Circulars issued by the Securities and Exchange Board of India (SEBI), from time to time and other applicable provisions of the Companies Act, 2013 (the Act) read with rules made thereunder.

Attendance of Directors & KMPs:
Mr. Aakash Moondhra, present through VC from USA <i>Chairperson & Non- Executive and Non- Independent Director</i>
Mr. Lalit Agarwal, present through VC from Gurugram <i>Managing Director</i>
Mr. Madan Gopal Agarwal, present through VC from Gurugram <i>Whole-time Director</i>
Ms. Shweta Kumar, present through VC from Gurugram <i>Independent Director and Chairperson of Nomination & Remuneration Committee and Stakeholder Relationship Committee</i>
Mr. Govind S. Shrikhande, present through VC from Mumbai <i>Independent Director and Chairperson of Audit Committee</i>
Mr. Raghuvesh Sarup, present through VC from Gurugram <i>Independent Director and Chairperson of Risk Management Committee & CSR Committee</i>
Mr. Anand Agarwal, present through VC from Gurugram <i>Chief Financial Officer</i>
Ms. Megha Tandon, present through VC from Gurugram <i>Company Secretary</i>
Other Representatives present through VC:
Statutory Auditors <i>M/s S.R. Batliboi & Co LLP, Chartered Accountants</i>
Secretarial Auditors <i>M/s VKC & Associates, Company Secretaries</i>
Scrutinizer <i>M/s Oberoi & Associates</i>

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Quorum of the Meeting

A total of 157 members representing 3,39,86,756 shares attended the meeting.

Ms. Megha Tandon, Company Secretary of the Company welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC/ OAVM.

Further she *inter-alia* informed the members that the Company had partnered with M/s National Securities Depository Limited (NSDL) as to provide remote e-voting and e-voting facility. The Remote e-voting commenced at 9.00 a.m. on 25th July, 2025 and ended at 5.00 p.m. on 28th July, 2025. She further informed the Members that the facility for voting through e-voting system was made available during the meeting for the Members who had not casted their vote prior to the meeting through remote e-voting.

She also informed that Mr. Harsh Oberoi, Practicing Company Secretary from M/s Oberoi & Associates, was appointed as Scrutinizer for this meeting. The documents that were required to be kept open at the AGM for inspection were kept open for inspection. Since there was no physical attendance of Members, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

She then requested Mr. Aakash Moondhra, Chairperson of the Company to take the Chair and conduct the proceedings.

Mr. Aakash Moondhra, Chairperson, welcomed the members and invited all the Directors present at the Meeting to introduce themselves. Thereafter, all the Directors introduced themselves. The Chairperson further informed that the authorised representatives of Company's Statutory Auditors and Secretarial Auditors were also present at the Meeting through VC and after ascertaining the presence of the requisite quorum for the meeting, the Chairperson thereafter called the meeting to order and commenced the formal proceedings of the meeting.

With the permission of the Members present, the notice dated 2nd May, 2025 for convening the 23rd Annual General Meeting (AGM) together with the Integrated Annual Report containing the financial statements, board's report, auditor's report, and other reports were taken as read. Since there were no qualifications, observations, comments or remarks in the statutory auditor's and the secretarial auditor's reports for the year ended 31st March 2025, the reports were taken as read.

Thereafter, the Chairperson addressed the shareholders and delivered his speech. The Chairperson apprised the shareholders on the Company's progress during FY'25. Thereafter, Mr. Lalit Agarwal, Managing Director, was invited to brief the shareholders on the operations and performance of the Company.

Mr. Lalit Agarwal provided an overview of the company's performance during FY'25, highlighting strong financial growth, youth-focused fashion, tech-led transformation, sustainability efforts, and community impact, while reaffirming the company's commitment to purposeful expansion and long-term value creation for all stakeholders. He then requested the moderator to allow the shareholders to express their views, ask questions and seek clarifications, if any.

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Thereafter, the moderator allowed the 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. Aakash Moondhra, Chairperson and Mr. Lalit Agarwal, the Managing Director of the Company. Thereafter, they thanked all the members for their participation at the AGM and for their constructive suggestions and feedback.

Mr. Lalit Agarwal then requested Ms. Megha Tandon to give you the brief of the resolutions as set out in the Notice.

The following Resolutions set out in the Notice convening the AGM were put to vote by remote e-voting and e-voting during the Meeting:

Sl. No.	Details of the Resolutions	Type of Resolution
Ordinary Business		
1.	To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, along with the reports of the Auditors and the Board of Directors thereon.	Ordinary
2.	To appoint a director in place of Mr. Lalit Agarwal (DIN: 00900900) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
Special Business		
3.	Revision in Remuneration of Mr. Varin Agarwal who is holding an office or Place of Profit in the Company	Ordinary
4.	Approval for payment of Commission to Non- Executive Directors of the Company	Ordinary
5.	Approval for the revision in the remuneration of Mr. Lalit Agarwal, (DIN: 00900900) Managing Director of the Company	Special
6.	Approval for the revision in the remuneration of Mr. Madan Gopal Agarwal (DIN: 02249947), Whole Time Director of the Company	Special
7.	Appointment of M/S Agarwal S. & Associates, Company Secretaries as the Secretarial Auditors of the Company for the period of five consecutive years	Ordinary

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The e-voting facility was kept open for another 15 minutes to enable the members to vote who had not casted their vote prior to the meeting through remote e-voting.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair. The Meeting concluded at 12:22 P.M.

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.

Yours Truly
For V-Mart Retail Limited

Megha Tandon
(Company Secretary & Compliance Officer)

Date: 29th July, 2025
Place: Gurugram

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*“We are not
merely running
a business –*



*“We are stitching
together **Dreams,**
Dignity and Deeper
purpose”*

STAYING TRUE TO OUR MISSION



17%
Revenue
Growth



147% surge
in **Profits.**





Future Ready Operations



Product excellence &
Technology adoption



Immersive Customer
Experience



Community Trust



SUSTAINABILITY – GROWTH WITH RESPONSIBILITY

- 100% shrink wrap eliminated
- Apparel waste converted into reusable yarn
- *Ethical sourcing practices*
- Inclusive workplaces
- Women's participation across roles
- India's Top 50 Future-Ready Employers
- ICSI National Award for Excellence in Corporate Governance



“ हर धागा कहानी है,
हर बुनाई पहचान,
वी-मार्ट है भारत की उम्मीदों
का अभियान।

रंग-बिरंगे सपनों को सीते हैं
हम,
संभव की सिलाई में विश्वास
बुनते हैं हम।



Innovate
Expand
Transform

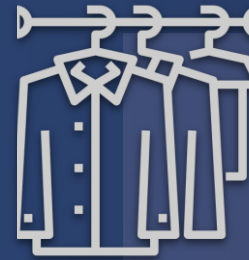


Fashioning
Aspiration of
Young Bharat

STRONG GROWTH, SHARPER CONNECTION



Our on-ground intelligence, **fast turning fashion** and agile execution sets us apart



Nearly 1/3rd customers are **under the age of 25**



Quality Assurance through investments in fabric strength and stitch durability



Doubled down on **Private labels**

FINANCIAL PERFORMANCE



Rs. 810 Crores
Net Worth

(8% YOY)



Rs. 3,254 Crores
Revenue from Operations

(17% YOY)



Rs. 377 Crores
EBITDA

(77% YOY)



Rs. 46 Crores
Profit After Tax

(147% YOY)

OPERATIONAL PERFORMANCE



62 New Stores

Total Count - 497



38%

Improvement

Cash Conversion Cycle

11% SSSG

V-Mart – 12% & Unlimited – 9%



Debt Free



Leveraged AI for smarter buying, merchandising, and personalization



Real-Time inventory visibility for faster checkouts inventory accuracy



New Product Lifecycle Management (PLM) for deeper vendor integration

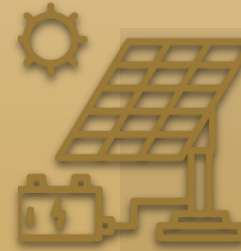


Automated store **reconciliations**

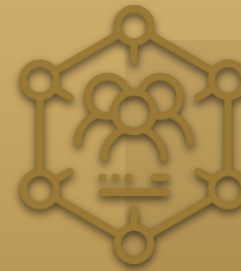




~700 KWP Solar Plant generating renewable energy.



Motion sensors, green HVAC, and 1,701 MT materials reused supporting environmental goals.



Dedicated Team of strong 12000+ people and 2 new Independent Directors



Trained 6,000+ people and mobilized 7,000+ across 103 districts through skill & livelihood initiatives



We're not just tracking footfalls — We're earning trust. We're not just talking about the future — we're building it, together.

