



Ref No: CS/S/L-786/2024-25

31st July, 2024

<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 22nd Annual General Meeting of the Company

Dear Sir/Madam,

The 22nd Annual General Meeting of the Company was held on Wednesday, 31st July, 2024 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 22nd ANNUAL GENERAL MEETING OF V-MART RETAIL LIMITED

The 22nd Annual General Meeting of the members of V-Mart Retail Limited was held on Wednesday, 31st July, 2024 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 California <i>Chairperson & Independent Director</i>
Mr. Lalit Agarwal, present through VC from Lucknow <i>Managing Director</i>
Mr. Madan Gopal Agarwal, present through VC from Hubballi <i>Whole-time Director</i>
Ms. Sonal Mattoo, present through VC from Gurugram <i>Independent Director and Chairperson of Stakeholder Relationship Committee & CSR Committee</i>
Mr. Murli Ramachandran, present through VC from Thane <i>Independent Director and Chairperson of Audit Committee & Risk Management Committee</i>
Mr. Govind S. Shrikhande, present through VC from Mumbai <i>Independent Director and Chairperson of Nomination & Remuneration Committee</i>
Mr. Raghuvesh Sarup, present through VC from Gurugram <i>Additional Independent Director</i>
Ms. Shweta Kumar, present through VC from Mumbai <i>Additional Independent Director</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

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M/s VKC & Associates, Company Secretaries

Scrutinizer
M/s Oberoi & Associates

Quorum of the Meeting

A total of 115 members representing 9013385 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 KFin Technologies Limited to provide remote e-voting and e-voting facility. The Remote e-voting commenced at 9.00 a.m. on 26th July, 2024 and ended at 5.00 p.m. on 30th July, 2024. 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 14th May, 2024 for convening the 22nd 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 2024, the reports were taken as read.

The Chairperson further authorized Ms. Megha Tandon, Company Secretary to accept, acknowledge and countersign the Scrutinizer's Report and declare the consolidated voting results on receipt of Scrutinizer's Report.

Thereafter, the Chairperson addressed the shareholders and delivered his speech. The Chairperson apprised the shareholders on the Company's progress during FY'24. Thereafter, Mr. Lalit Agarwal,

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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'24, highlighting major investments and action taken during the year and the company's commitment to investing in capabilities for future growth and competitive advantage, ensuring value for stakeholders in the future. He then requested the moderator to allow the shareholders to express their views, ask questions and seek clarifications, if any.

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.

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, 2024, along with the reports of the Auditors and the Board of Directors thereon.	Ordinary
2.	To appoint a director in place of Mr. Madan Gopal Agarwal (DIN: 02249947) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
Special Business		
3.	Appointment of Mr. Raghuvesh Sarup (DIN: 10626162) as an Independent Director of the Company	Special
4.	Appointment of Ms. Shweta Kumar (DIN: 08596612) as an Independent Director of the Company	Special
5.	Appointment of Mr. Aakash Moondhra as a Non-Executive Non-Independent Director	Ordinary
6.	Approval for Adoption of new set of Articles of Association of the Company	Special

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.

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There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.
The Meeting concluded at 12:03 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 and website of KFin Technologies Limited.

Yours Truly
For V-Mart Retail Limited

Megha Tandon
(Company Secretary & Compliance Officer)

Date: 31st July, 2024

Place: Gurugram

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“BE THE #1 VALUE FASHION OMNI-RETAILER OF BHARAT”

Presence
in 288+
Cities and
25 States





Delivering
in
~17,000+
Pin codes



Product and Innovation
High standards in design, customer-centric approach



Digital Integration
Robust feedback mechanisms. Launch of One-Click



Operational Excellence
Enhanced product lines, efficient supply chain

ENVIRONMENT SOCIAL GOVERNANCE



- Installing solar panels
- Adopting paperless billing
- Conserving water



- Gender Diversity Ratio increased from the last year and stands at 25%
- 210 differently abled employees



- 2 new Independent Directors on the Board of the Company



- 1,210 lives impacted through rural skill development and other initiatives



**“STRATEGIC
EXPANSION IN
SOUTH AND EAST
INDIA”**



 **V-Mart Warehouse Palwal, Haryana**



**“NEW OPERATIONAL
WAREHOUSE”**

“FASHION ISN’T
JUST ABOUT WHAT
WE WEAR – IT’S A
REFLECTION OF
OUR ASPIRATIONS,
CULTURE, AND
VALUES”

Total Active
Customer base
50 Million+



13% Y-o-Y
growth
revenue &
stands at
Rs. 2,78,560
Lakhs



Same-store sales grew by
4% in Q3 and 6% in Q4



Private label apparel sales
rose to **66%** of total sales
from 53% last year



Adding 46 new stores in
FY 2024 increased our
total to **444** stores



40 Lakhs retail sq ft,
boosting market presence
and financial stability

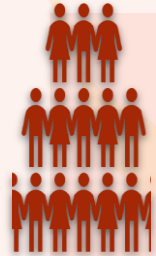




Customer Experience
 High Google rating (4.2), focus on personalized service



Omnichannel Presence
 'One-click solution' launched across 440 stores



Workforce Development
 ~11,000 team members, emphasis on training



Sustainability
 ESG-driven initiatives including carbon emissions reduction



Social Equity
 Over 50% of our sourcing includes sustainable practices



Data Driven Strategy
 Leveraging data analytics to offer competitive pricing & expand locations



15% Y-o-Y
growth in
footfall
stands at
Rs.499
Lakhs



INVESTING IN CAPABILITIES FOR ASPIRATIONAL BHARAT, AGILITY IN RETAIL LANDSCAPE

**THANKYOU
EVERYONE FOR
YOUR CONTINUED
SUPPORT AND
TRUST**

