

# VISHAL MEGA MART LIMITED

(Formerly known as Vishal Mega Mart Private Limited)

Corporate & Regd. Office: 5<sup>th</sup> Floor, Platinum Tower, Plot No. 184

Udyog Vihar, Phase – 1, Gurugram, Haryana-122016, India.

Phone: +91-124-4980000 Fax: +91-124-4980001

Email: [secretarial@vishalwholesale.co.in](mailto:secretarial@vishalwholesale.co.in), Website: [www.aboutvishal.com](http://www.aboutvishal.com)



CIN: L51909HR2018PLC073282

**Date: September 29, 2025**

To <b>National Stock Exchange of India Ltd.,</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 NSE Scrip Symbol: VMM	To <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 544307
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Dear Sir/ Madam,

**Subject: Announcement under Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Submission of Summary of Proceedings of the 7<sup>th</sup> Annual General Meeting ('AGM') of the Company held on September 29, 2025**

Pursuant to Regulation 30 read with Sub-para 13 of Para A of Part A of Schedule III of the SEBI Listing Regulations and SEBI Master Circular dated November 11, 2024, please find enclosed herewith the summary of proceedings of the 7<sup>th</sup> AGM of the Company held today, i.e., Monday, September 29, 2025 at 04:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

The attached document is also available on the website of the Company at <https://aboutvishal.com/>.

You are kindly requested to take the same on your record.

Thanking you.

For **Vishal Mega Mart Limited**

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**Rahul Luthra**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No: F9588**

*Encl: As above*

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## **SUMMARY OF PROCEEDINGS OF THE 7<sup>TH</sup> ANNUAL GENERAL MEETING ('AGM') OF VISHAL MEGA MART LIMITED (FORMERLY KNOWN AS VISHAL MEGA MART PRIVATE LIMITED) ('THE COMPANY') HELD ON MONDAY, SEPTEMBER 29, 2025 AT 04:00 P.M. (IST)**

The 7<sup>th</sup> AGM of the Company was held on Monday, September 29, 2025 at 04:00 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') facility provided by National Securities Depository Limited ('NSDL'), in compliance with the provisions of Companies Act, 2013 read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and various circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'), from time to time.

Members present in the AGM through VC/OAVM - 125

The Moderator welcomed the members attending the AGM of the Company virtually. For the smooth conduct of the AGM, the moderator announced that participants will be in mute mode by default upon entry.

After the announcement, the moderator handed over the proceedings to the Company Secretary and Compliance Officer of the Company.

The Company Secretary welcomed all the members to the 7<sup>th</sup> AGM of the Company, made necessary statutory disclosures and informed that the Company while conducting the AGM adhered to the MCA Circulars read with the SEBI Circulars. He further informed the members about the modalities for participation/process to be followed while attending the AGM. He mentioned that the proceedings of this AGM were deemed to be conducted at the registered office of the Company and that the Company is providing the e-voting services facilitated by NSDL to enable members to exercise their right to vote on the resolutions set forth in the AGM Notice.

The Company Secretary further informed that the Board of Directors appointed Mr. Shashikant Tiwari, Partner (Membership No. F11919 & C.P. No. 13050), failing him Mr. Lakhan Gupta (Membership No. F12686 & C.P. No. 26704), Partner, Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to supervise the e-voting process in a fair and transparent manner.

It was announced that the results of e-voting along with the scrutinizer's report would be disseminated to the Stock Exchanges, i.e., National Stock Exchange of India Limited ('NSE') & BSE Limited ('BSE') and would also be made available on the Company's website at [www.aboutvishal.com](http://www.aboutvishal.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (within stipulated timelines). The proceedings along with the transcript of the AGM shall also be made available on the website of the Company.

Thereafter, the Company Secretary welcomed and confirmed the presence of the Board of Directors, (including the Chairpersons of Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and Corporate

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Social Responsibility & Sustainability Committee), Chief Financial Officer, representatives of Statutory Auditors, Secretarial Auditors and scrutinizer present at the AGM.

He further communicated to the members that the statutory registers and other documents as required under the Companies Act, 2013 along with documents referred to in the AGM Notice were kept open and available for inspection by the members, electronically.

Ms. Neha Bansal ('Ms. Bansal' or 'Chairperson'), Chairperson and Independent Director, presided over the meeting and the Company Secretary requested her to engage with the members. Ms. Bansal welcomed all the members and Board of Directors of the Company present at the AGM. She informed that the requisite quorum was present and declared that the meeting was in order. The Chairperson further requested Mr. Gunender Kapur, Managing Director & Chief Executive Officer to address the members of the Company.

Mr. Gunender Kapur delivered his speech including the critical insights about the performance of the Company during the Financial Year ('FY') 2024-25 and outlook for the next year. He also spoke about the Company's remarkable journey, highlighting its successful listing on the National Stock Exchange of India Limited and BSE Limited during FY 2024-25.

The Chairperson, thereafter, requested the Company Secretary to conduct the proceedings of the Meeting. The Company Secretary informed the Members that the Notice of AGM, the Audited Standalone and Consolidated Financial Statements of the Company, the Report of Board of Directors and Auditors' thereon, along with annexures, for the Financial Year ended March 31, 2025 were taken as read with the permission of the members present, as the same had already been circulated to the Members. As there were no qualifications, observations, disclaimer or adverse remarks in the Statutory Auditors Report & Secretarial Auditors Report for the Financial Year ended March 31, 2025, they, too, were taken as read with the permission of the members present.

Thereafter, the members were briefed on the resolutions as set out in the notice of AGM, which were recommended for their consideration and approval:

S. No.	Particulars	Type of Resolution
<b>ORDINARY BUSINESSES:</b>		
1	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	To appoint a director in place of Mr. Nishant Sharma (DIN: 03117012), who retires by rotation and being eligible, offers himself for re-appointment as a Director.	Ordinary Resolution
3	Re-appointment of M/s. Walker Chandiook & Co LLP as the Statutory Auditors of the Company.	Ordinary Resolution
<b>SPECIAL BUSINESSES:</b>		

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4	Appointment of M/s. Chandrasekaran Associates as the Secretarial Auditors of the Company	Ordinary Resolution
5	Approval for the payment of Commission to Ms. Neha Bansal, Non-Executive Independent Director (DIN: 02057007) of the Company for the Financial Year 2024-25	Special Resolution
6	Approval for the payment of Commission to Ms. Soumya Rajan, Non-Executive Independent Director (DIN: 03579199) of the Company for the Financial Year 2024-25	Special Resolution
7	Approval for the payment of Commission to Non-Executive Independent Directors of the Company	Special Resolution
8	Approval for waiver of excess remuneration of Mr. Gunender Kapur, Managing Director and Chief Executive Officer (DIN: 01927304) for the Financial Year 2024-25 arising from the exercise of Stock Options	Special Resolution
9	Approval of remuneration paid/payable to Mr. Gunender Kapur, Managing Director and Chief Executive Officer (DIN: 01927304) of the Company for his remaining tenure	Special Resolution

Subsequently, the questions posed by Members during the AGM, as well as those submitted in advance via email, were addressed and answered by the respective dignitaries from the Board of Directors. Due to time constraints, the members were informed that the remaining unanswered questions would be replied via email within ten working days from the conclusion of the AGM.

Further, the Company Secretary mentioned that the members who were eligible to vote but could not exercise their voting rights during the remote e-voting period, were provided the opportunity to cast their vote electronically during the AGM. It was announced that the e-voting facility is being opened and kept active for 30 minutes for members to cast their vote.

Thereafter, the Chairperson concluded the meeting with a vote of thanks to the Members for their continued support, dignified presence and participation at the 7<sup>th</sup> AGM of the Company.

The e-voting and the AGM concluded at 04:50 P.M. (IST).

You are kindly requested to take the same on record.

Thanking you.

For **Vishal Mega Mart Limited**

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**Rahul Luthra**

**Company Secretary & Compliance Officer**

**ICSI Membership No: F9588**