



V-MART RETAIL LIMITED

(CIN - L51909DL2002PLC163727)

Regd. Office: 610-611, Guru Ram Dass Nagar, Main Market, opp. SBI Bank, Laxmi Nagar, New Delhi-110092

Corp. Office: Plot No. 862, Udyog Vihar, Industrial Area, Phase – V, Gurgaon – 122016 (Haryana)

Tel. No.:-0124-4640046, Fax No.- 0124-4640046, Website: www.vmart.co.in, Email – info@vmart.co.in

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of the Company will be held on September 29, 2015 at 9:30 am at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector -12, R.K. Puram, New Delhi - 110022 to transact the following Business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the statement of Profit & Loss Account for the financial year ended 31st March, 2015 along with the Reports of the Auditors and Directors thereon.
2. To declare a dividend of Rs. 1.5/- per equity share for the financial year 2014-15.
3. 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.
4. To ratify the appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants (Firm Reg. No.: 001076N/ N500013) as Statutory Auditors of the Company (already appointed for 3 consecutive years by the shareholders in the 12th Annual General Meeting held on 23rd September, 2014 till the conclusion of 15th Annual General Meeting to be held in 2017) to hold the office from the conclusion of this Annual General Meeting until the conclusion of forth coming Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To appoint Ms. Sonal Mattoo as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution :

“RESOLVED THAT, pursuant to Section 149, 152 read with Schedule IV of the Companies Act 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, as amended

up to date and Clause 49 of the Listing Agreement, Ms. Sonal Mattoo (holding DIN - 00106795) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 22nd, 2015 and who holds office till the date of ensuing AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Sonal Mattoo as a candidate for the office of a director of the company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years from the date of the 13th Annual General Meeting of the Company for a term upto the conclusion of 18th Annual General Meeting of the Company in the calendar year 2020, not liable to retire by rotation”.

6. To appoint Mr. Murli Ramachandran as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution :

“RESOLVED THAT, pursuant to Section 149, 152 read with Schedule IV of the Companies Act 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, as amended up to date and Clause 49 of the Listing Agreement, Mr. Murli Ramachandran (holding DIN- 00264018) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 22nd, 2015 and who holds office till the date of ensuing AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Murli Ramachandran as a candidate for the office of a director of the company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years from the date of the 13th Annual General Meeting of the Company for a

term upto the conclusion of 18th Annual General Meeting of the Company in the calendar year 2020, not liable to retire by rotation”.

7. To appoint Mr. Hemant Kumar Agarwal as a Director and in this regard to consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution :

“**RESOLVED THAT** Mr. Hemant Kumar Agarwal (holding DIN- 02242019) , who was appointed as an Additional Director with effect from January 22nd, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director in the capacity of Non Executive Director of the Company.”

8. To consider/approve payment of Commission to Non-Executive Directors and in this regard if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to pay profit related commission to Non- Executive Directors including Independent Directors at the rate of 1% of Net Profit of the Company for a period of five financial years commencing from 1st April, 2015.

RESOLVED FURTHER THAT the Commission payable to Non-Executive Directors including Independent Directors shall be divided amongst them in such a manner as recommended by the Nomination & Remuneration Committee and by the Board, from time to time pursuant to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee) be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

9. To consider and amend the V-Mart ESOP Scheme, 2012 and in this regard to consider and if thought fit, to pass with or without modification the following resolution as Special Resolution :

“**RESOLVED THAT** in accordance with the provisions of the Securities and Exchange Board of India (Share Based

Employee Benefits) Regulations, 2014, as amended up to date (“the Guidelines”) (including any statutory modification(s) or re-enactment of the Act or the guidelines for the time being in force), and pursuant to the applicable provisions of Companies Act, 2013, as amended up to date, other applicable rules, regulations, laws and subject to such other necessary permissions/approvals, as may be required from the appropriate authorities, the company do hereby amend the existing “V- Mart ESOP Scheme, 2012” (hereinafter may be referred as the “Scheme or the Plan”) as per details/disclosure given below and in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall be deemed to include the Nomination & Remuneration Committee as may (hereinafter referred/ called as the “Committee”) be and is hereby authorized to administer the Scheme and further to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in employment of the Company, including Directors of the Company, specified stock options each of which would upon exercise, be converted into the Equity Shares of the Company, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Committee.

RESOLVED FURTHER THAT the Scheme continued be administered by the Nomination & Remuneration Committee (as may be called/ referred), subject to the overall superintendence and control of the Board.

RESOLVED FURTHER THAT the said Equity Shares may be allotted to such employees / Directors, upon exercise of the stock options and in accordance with the Scheme/Plan and the Guidelines.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Scheme / Plan upon exercise of the stock options shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the Guidelines as well as the Accounting Standards.

RESOLVED FURTHER THAT the Board (which includes the Nomination & Remuneration Committee of the Board) be and is hereby authorised to take necessary steps for in-principle and final listing of the Equity Shares to be allotted upon exercise of the stock options, on the stock exchanges where the Company’s shares are proposed to be listed as per the terms and conditions of the listing agreement with the concerned stock exchange and the applicable Guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of the Equity Shares allotted upon exercise of the stock options under the Plan, the Board (which includes Nomination & Remuneration or other Committee of the Board as may be called/referred) be and is hereby authorised on behalf of the Company to evolve, decide upon and bring in to effect and make any modifications, changes, variations, alterations or revisions in the said Scheme/Plan or to suspend, withdraw or revive the Plan from time to time as may be required pursuant to the applicable regulations, notification rules, issued by Securities and Exchange Board of India (SEBI) or any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

10. To approve the revision/variation in the remuneration of Mr. Lalit Agarwal, Managing Director and in this regard to consider and if thought fit, to pass with or without modification the following resolution as Special Resolution:

“**RESOLVED THAT** in accordance with provisions of Section 197 read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013, and any other laws, regulations prevailing for the time being in force, and other statutory approvals, as may be required, the Company do hereby approves the revision/ variation in the remuneration of Mr. Lalit Agarwal, (holding DIN 00900900) Managing Director of the Company, designated as Chairman & Managing Director, with effect from 1st April, 2015 till his remaining tenure i.e. upto 31st May, 2017 as Managing Director of the Company as approved and recommended by the Nomination & Remuneration Committee and noted hereunder :

A. Salary :

Basic salary of Rs. 62,10,000/- per annum.

B. Commission :

Upto 1 per cent commission on the net profits of the Company in each financial year, subject to the overall limit as stipulated in Section 197 of the Companies Act, 2013.

C. Perquisites :

In addition to salary and commission, the Managing Director shall be entitled to perquisites and allowances,

Company provided residential facility/house, in terms and accordance with the Management Regulations of the Company, as applicable and in force from time to time and as per employment agreement dated 30th May, 2012.

D. Other terms and conditions :

In the event of absence or inadequacy of profits in any financial year, the Managing Director shall be entitled to the minimum remuneration as mentioned herein above without any variation except that no commission shall be payable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the above terms and conditions so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 in case the Company has inadequate profits or within the limits approved by the Central Government, if required, as the case may be.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Lalit Agarwal (holding DIN 00900900) as Managing Director, as approved by the Board of Directors and Shareholders of the Company in their meetings held on 21st May, 2012 and 22nd May, 2012, respectively remain the same.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Lalit Agarwal (holding DIN 00900900) as Managing Director, as recorded in the employment agreement dated 30th May, 2012 executed between the Company and Mr. Lalit Agarwal (holding DIN 00900900) shall remain same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things as may be necessary in this regard”.

12. To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, Whole-time Director and in this regard to consider and if thought fit, to pass with or without modification the following resolution as Special Resolution :

“**RESOLVED THAT** in accordance with provisions of Section 197, read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013, and any other laws, regulations prevailing for the time being in force, and subject to other statutory approvals, as may be required, the Company do hereby approves the revision/ variation in the remuneration of Mr. Madan Gopal Agarwal, (holding DIN 02249947) Whole-time Director, with effect from 1st April, 2015 till his

remaining tenure i.e. upto 31st May, 2017 as Whole-time Director of the Company as approved and recommended by the Nomination & Remuneration Committee and noted hereunder :

A. Salary :

Basic salary of Rs. 20,70,000/- per annum.

B. Commission :

Upto 0.33 per cent commission on the net profits of the Company in each financial year, subject to the overall limit as stipulated in Section 197 of the Companies Act, 2013.

C. Perquisites :

In addition to salary and commission, the Whole - time Director shall be entitled to perquisites and allowances in terms and accordance with the Management Regulations of the Company, as applicable and in force from time to time and as per employment agreement dated 30th May, 2012.

D. Other terms and conditions :

In the event of absence or inadequacy of profits in any financial year, the Whole-time Director shall be entitled to the minimum remuneration as mentioned herein above without any variation except that no commission shall be payable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the above terms and conditions so as not to exceed the limits

specified in Schedule V to the Companies Act, 2013 in case the Company has inadequate profits or within the limits approved by the Central Government, if required, as the case may be.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Madan Gopal Agarwal (holding DIN 02249947) as Whole-time Director, as approved by the Board of Directors and Shareholders of the Company in their meetings held on 21st May, 2012 and 22nd May, 2012, respectively remain the same.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Madan Gopal Agarwal (holding DIN 02249947) as Whole-time Director, as recorded in the employment agreement dated 30th May, 2012 executed between the Company and Mr. Madan Gopal Agarwal (holding DIN 02249947) shall remain same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things as may be necessary in this regard”.

By order of the Board
For **V-Mart Retail Limited**

Sudhir Kumar

Company Secretary

M. No. ACS 25125

Place : Gurgaon

Date : July 30, 2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Duly completed, signed and stamped Proxy Form should be deposited to the Registered Office of the Company, not less than FORTY EIGHT (48) HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the Special Businesses at the meeting, is annexed hereto.
3. The details of Directors seeking appointment/re-appointment, in terms of Clause 49 of the Listing Agreement and Secretarial Standard - 2, are annexed hereto and form part of the Notice.
4. Each member present at meeting shall be entitled to one vote for every equity share held.
5. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday 23rd September, 2015 to Tuesday 29th September, 2015 (both days inclusive) in connection with Annual General Meeting and for the purpose of Dividend.
6. The Board of Directors of the Company at their Meeting held on 4th May, 2015 has recommended a dividend of Rs.1.50/- per Equity Share as final dividend for the financial year 2014-2015. The dividend, if approved by the Shareholders at the Annual General Meeting, shall be paid

to those members/beneficial owners whose names appear on the register of members/depository records as on 22nd September, 2015 as under :

- (i) to all shareholders in respect of equity shares held in electronic form, as per the data made available by the National Securities Depository Limited and Central Depository Services (India) Limited, as the close of business hours on 22nd September, 2015; and
 - (ii) to all shareholders in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the Close of business hours on 22nd September, 2015.
7. Members are requested to send all communications relating to shares (Physical & Electronic Mode) to our Registrar & Share Transfer Agent (R&T Agent) at the following address:
Karvy Computershare Private Limited
"Karvy Selenium Tower- B", Plot No. 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Serilingampally Hyderabad – 500 032
Phone No. +91-40-67162222, 33211000
Toll Free: 1800345 4001
Fax No. +91-40-2331-1968
E-mail: support@karvy.com
website: www.karvy.com
 8. Members/Proxies are requested to bring their attendance slip duly filled in to the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 9. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the members, separately.
 10. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 11. In terms of Section 152 of the Companies Act, 2013, Mr. Madan Gopal Agarwal (DIN 02249947), Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
 12. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
 13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
 14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
 15. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agent.
 16. Members holdings Shares in Physical form may write to Company's Share Transfer Agents / the Company for any change in their address and bank mandates; members having shares in Electronic Form may inform the same to their depository participants immediately so as to enable the Company to dispatch dividend warrants at their correct addresses.
 17. Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
 18. Members desirous of getting any information on the accounts of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
 19. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person

to whom all rights in the shares shall vest in the event of death of sole holder or all joint holders. Member(s) holding shares in demat form may contact their respective DP for availing this facility.

20. Electronic copy of the Annual Report for the financial year 2014-15 along with Notice for 13th Annual General Meeting is being sent to all those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The Annual Report is also available on the website of the Company, i.e. www.vmart.co.in. For members who have not registered their email address, physical copies of the Annual Report and Notice for the Annual General Meeting is being sent in the permitted mode.
21. Electronic copy of the Notice for 13th Annual General Meeting of the Company inter alia indicating the process and the manner of e-voting along with Attendance Slip and Proxy Form is being sent to all those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The Notice of the 13th Annual General Meeting of the Company is also available on the website of the Company, i.e. www.vmart.co.in. For members who have not registered their email address, physical copies of the Notice for the 13th Annual General Meeting of the Company inter alia indicating the process and the manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
22. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 issued by the Securities and Exchange Board of India, Listed Companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/ RECS (Regional ECS) / NECS (National ECS)/ NEFT etc. for making cash payments like dividend etc. to the members.
23. Members are requested:
 - (a) To bring Attendance slip duly completed and signed at the meeting and not to carry brief case or bag inside the meeting venue for security reasons; and
 - (b) To quote their Folio No. / DP-ID – Client ID in all correspondence.

Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. In case of members holding securities in physical form are requested to send a request to Karvy Computershare Private Limited or the Company Secretary of the Company at

Plot No.862, Udyog Vihar, Industrial Area, Phase – V, Gurgaon – 122016.

24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
25. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
26. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
27. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
28. Members are informed that the unpaid dividend amount remaining unclaimed relating to the financial year 2014-15 onwards can be claimed from R & T Agent after submission of necessary information and documents. Unclaimed and unpaid dividend shall become due for transfer to the Investor Education and Protection Fund established by the Central Government in terms of Section 124(5) of the Companies Act, 2013 on expiry of seven years from the date of its transfer to unpaid dividend account by the Company.

Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to the provisions of Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 13th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited.

The Company has appointed Mr. Jitender Singh, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is

optional.

The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 22nd September, 2015 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their votes electronically. The members as on the cut off date viz. 22nd September, 2015, shall only be eligible to vote on the resolution mentioned in Notice of AGM through e-voting as well as at the AGM.

The instructions for e-voting are as under:

1. To use the following URL for e-voting:
<https://evoting.karvy.com>
2. Enter the login credentials i.e., User Id and Password mentioned in the e-voting sheet attached along with this communication. Your Folio No/DP ID Client ID will be your user ID.
3. After entering the details appropriately, click on LOGIN.
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., V-Mart.
7. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option "ABSTAIN" in case you wish to abstain from voting.
8. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
9. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
10. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer through e-mail scrutinizer.vmart@gmail.com.
11. The Portal will remain open for voting from: 9.00 a.m. on 26th September, 2015 to 5.00 p.m. on 28th September 2015 (both days inclusive).
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or send email to evoting@karvy.com or contact Mr. R. Chandra Sekhar of Karvy Computershare Pvt. Ltd. at 040-67161602 or at 1800 3454001 (toll free).
13. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
14. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
15. The voting rights of shareholders shall be in proportion to their shares of the paid equity share capital of the company as on cut-off date (record date) of 22nd September, 2015.
16. The scrutinizer shall within the period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in Favour or Against, if any, forthwith to the Chairman to the Company.
17. The members who have acquired shares after the dispatch of notice of the Annual General Meeting and holding shares as on cut off date i.e. 22nd September, 2015, may obtain the e-voting user id and password by sending a request at e-voting@karvy.com.
18. The Result of E-Voting shall be declared on or after the AGM of the Company. The Result declared along with the Scrutinizer's Report shall be placed on the Company's website (www.vmart.co.in) and on the website of Karvy within two (2) days of passing of resolution at the AGM of the Company and communicated to the Stock Exchange.
19. Kindly note that once you have cast your vote you cannot modify or vote on poll at AGM. However, you can attend the meeting and participate in discussions, if any.

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and as per Rule 18 of the Companies (Management and Administration) Rules, 2014 allowed companies to send any notice/document (including Annual Report) to its members via e-mail. To support this green initiative of the Government in letter and spirit, the Company has taken an initiative to collect e-mail addresses of all its members.

Members holding shares in physical form are requested to provide / update their e-mail addresses to Karvy Computershare Pvt. Ltd. (Registrar and Share Transfer Agent).

Note: Members holding shares in dematerialized form may kindly update their e-mail addresses with their respective Depository Participant (DP's).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 5 & 6

Pursuant to the provisions of section 149 of the Act, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock exchanges, appointed Mr. Murli Ramachandran and Ms. Sonal Mattoo, as Independent Directors, in compliance with the requirements of the clause.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Sonal Mattoo & Mr. Murli Ramachandran be appointed as Independent Directors of the Company. The appointment of Mr. Murli Ramachandran and Ms. Sonal Mattoo shall be effective upon approval by the members in the ensuing AGM.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Murli Ramachandran and Ms. Sonal Mattoo for the office of Directors of the Company.

Mr. Murli Ramachandran and Ms. Sonal Mattoo are not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as Directors.

The Company has received a declaration from Mr. Murli Ramachandran and Ms. Sonal Mattoo that they meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Murli Ramachandran and Ms. Sonal Mattoo fulfills the conditions for their appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Murli Ramachandran and Ms. Sonal Mattoo are independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profiles of the Independent Directors to be appointed are given below:

Mr. Murli Ramachandran is a Management Consultant and CXO Coach specializing in transformation & strategy, performance improvement, leadership development and change management. He has about 30 years of rich and varied experience in well known MNC as well as Indian companies. During his career, he has held key leadership positions such as Operating Partner of TVS Capital Funds, Managing Director of Sanmar Speciality Chemicals, Managing Director of RPG Life Sciences, President of RPG Enterprises, and Partner / Associate Partner of KPMG Consulting and of Accenture. Mr. Murli Ramachandran has a BE (Hons) degree in Mech Engg and an MMS degree from BITS Pilani; he also has an MS in Industrial Engg from Columbia University, New York.

Mr. Murli Ramachandran holds Directorship in Junior Achievement India Services.

Ms. Sonal Mattoo is a lawyer with 19 years of post qualification

work experience. She holds a B.A., LL.B. (Hons) degree from the prestigious, National Law School of India University, Bangalore. Her schooling is from The Lawrence School Sanawar. She is specializing in workplace harassment, diversity issues, mediation matters, matrimonial issues and negotiations. She is Founder Director at "Helping hands", a NGO which specialises in dealing with the issues of women, children and senior citizens. She is also founder and principal consultant of Mantran Consultants, a firm specializing in CSR activities, Counselling, Diversity policies and workshops. Ms. Sonal Mattoo helps implement policies against Sexual Harassment. Mrs. Mattoo also holds directorship in various companies including Ashiana Maintenance Service Ltd., Ashiana Housing Ltd and OPG Realtors Ltd.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. Murli Ramachandran and Ms. Sonal Mattoo are appointed as an Independent Directors of the Company.

Copies of the letter for appointment of Mr. Murli Ramachandran and Ms. Sonal Mattoo as the Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Murli Ramachandran and Ms. Sonal Mattoo and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6 of the Notice.

Other details of the Independent Directors, whose appointment is proposed at Item Nos. 5 & 6 of the accompanying Notice, have been given in the annexure attached.

Mr. Murli Ramachandran and Ms. Sonal Mattoo, Directors respectively, are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment.

The Board recommends the Ordinary Resolution set out at Item No. 5 & 6 of the Notice for approval by the members.

Item No. 7

Mr. Hemant Agarwal has stepped down from the position of Whole-time Director of the Company and was appointed as additional Director in the capacity of Non-executive Director w.e.f. January 22, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Hemant Agarwal candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other

applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Hemant Agarwal on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 7 for adoption.

Brief profile of Mr. Hemant Agarwal is given below:

He garnered his Bachelor's Degree in Commerce from Utkal University, Cuttack. He started his career by joining the family retail store in Cuttack and was integral in the formation of the company. He has experience in tackling and resolving the issues in retail industry and has been instrumental in developing a strong vendor base thereby, strengthening the procurement of apparel merchandise, which is the backbone of our retail malls. He is also responsible for managing the growth and development of our private labels and persistently working as a catalyst for business operations of our existing stores and continued expansion in western and central India.

Except Mr. Lalit Agarwal, Mr. Madan Gopal Agarwal, and Mr. Hemant Agarwal, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommend resolution under Item No. 7 to be passed as an Ordinary Resolution

Item No. 8:

With the changes in the Corporate Governance norms, the role of the Non-Executive Directors including Independent Director and the level of their engagement has undergone significant qualitative changes over a period of time.

Further, in the light of the enhanced responsibilities of Independent Directors, keeping in view of the industry norms and having regard to valuable contribution in growth of the Company, by Non Executive Directors including Independent Director, it is proposed to pay commission based on net profit of the company to the Non Executive Directors including Independent Directors of the Company, w.e.f. 1st April, 2015.

The approval of Members under Section 197 of the Companies Act, 2013 is required for payment of commission, if any, to the Non-Executive Directors.

The Board, therefore, recommends the Ordinary Resolution set out at item no. 8 of the accompanying Notice for the approval of Members.

All Non-Executive Directors including Independent Directors of the Company may deemed to be concerned or interested in this resolution.

Item No. 9

The members of the Company at the Annual General Meeting (AGM) held on 10th July, 2012 has approved the "V-Mart ESOP Scheme, 2012" (hereinafter may be referred as the Scheme or the Plan) in accordance with the Securities and Exchange Board

of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. The ESOP Scheme, 2012 was subsequently ratified by the Members of the Company at the last Annual General Meeting held on 23rd September, 2014 pursuant to the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

The SEBI has issued a new regulation as Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, thus to align the scheme with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014 and to incorporate some amendments in the scheme it was proposed to amend the ESOP Scheme, 2012 of

the Company. The changes/variations proposed in the scheme are not prejudicial to the interest of the employee. In terms of the SEBI Regulations, the amendments in the ESOP Scheme require shareholders approval by way of Special Resolution.

Therefore, in view of the above your Directors recommend the resolution no. 10 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The requisite disclosures in of the terms of amended scheme and relevant disclosures accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014 for the Scheme are given below:

Sr. No.	Particular	Details
1.	Total number of options to be granted	3,00,000
2.	Identification of classes of employees entitled to participate in the ESOS	The Nomination & Remuneration Committee has been authorized to administer the ESOP scheme of the Company and also to identify the employees entitled to participate in the ESOSs.
3.	Requirements of vesting and period of vesting.	There shall be minimum vesting period of 1 (one) year from the grant date. Further, the Nomination and Remuneration Committee has been authorized to prescribe/ decide the maximum vesting period and other vesting requirements.
4.	Exercise price or pricing formula.	The Nomination & Remuneration Committee has been authorized to determine the exercise price.
5.	Exercise period and process of exercise.	The options granted can be exercised after the vesting at any time before the expiry of eight years from the grant date.
6.	The Company shall confirm to the applicable accounting policies as per the SEBI ((Share Based Employee Benefits) Regulations, 2014.	
7.	The appraisal process for determining the eligibility of employees to the ESOS.	The Nomination & Remuneration Committee has been authorized to administer the ESOP scheme of the Company and also to identify the employees eligible to the ESOSs.
8.	Maximum number of options to be issued per employee and in aggregate.	The Nomination & Remuneration Committee has been authorized to decide the quantum of options to be granted under the ESOP per employee and in aggregate. The employees shall be granted the options on the basis that the amount of the quantity of shares granted for each annual period shall not exceed the total annual compensation of the employee for the said period. Further, the amount of the total options granted shall not, at any time, exceed 1% as a maximum of the issued capital of the Company.
9.	Re-issue/grant of lapsed/forfeited options	The Nomination & Remuneration Committee has been authorised to re-issue/grant the options lapsed or forfeited due to resignation/death or otherwise of the grantee employee.
10.	The method which the Company shall use to value its options whether fair value or intrinsic value.	Fair value method
11.	In case the Company calculates the employee compensation cost using the intrinsic value of stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of the options, shall be disclosed in the Directors report and also the impact of this difference on profits and EPS of the Company shall also be disclosed in the Directors' Report.	

Item No. 10 & 11

The Board of Directors and Shareholders of the Company at their meetings held on 21st May, 2012 & 22nd May, 2012, respectively, have approved the appointment of Mr. Lalit Agarwal (DIN 00900900), as Managing Director, designated as Chairman & Managing Director and Mr. Madan Gopal Agarwal (DIN 02249947), as Whole-time Director of the Company w.e.f. 1st June, 2012 for a period of five years.

In the light of the improved financial conditions of the Company, enhanced responsibilities of the top management, keeping in view of the industry norms and having regard to valuable contribution in growth of the Company made by Mr. Lalit Agarwal (DIN 00900900), Managing Director, and Mr. Madan Gopal Agarwal (DIN 02249947), Whole-time Director of the Company, it is proposed for the approval of the members to revise the remuneration of the above Executive Directors of the Company, w.e.f. 1st April, 2015.

The Board of Directors of the Company at its meeting held on July 30, 2015, has pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 (Act) and other laws, regulations and as recommended by the Nomination & Remuneration Committee, approved the revision/variation in the payment of remuneration to Mr. Lalit Agarwal (DIN 00900900) as Managing Director, (designated as Chairman & Managing Director) and Mr. Madan Gopal Agarwal (DIN 02249947) as Whole-time Director of the Company for the period from 1st April, 2015 till their remaining tenure i.e. upto 31st May, 2017, the details of revised remuneration are

mentioned in the resolution no's. 10 & 11.

Thus, in view of the above your Directors proposed for the approval of members the resolution no.'s 10 & 11 with regard to payment of revised remuneration to Mr. Lalit Agarwal (DIN 00900900), Managing Director and Mr. Madan Gopal Agarwal (DIN - 02249947), Whole-time Director of the Company. The relevant disclosures pursuant to Secretarial Standard – 2, and Companies Act, 2013, rules made thereunder are annexed hereto.

None of the Directors and Key Managerial Personnel of the Company (except Mr. Lalit Agarwal, Mr. Madan Gopal Agarwal and Mr. Hemant Agarwal) or their relatives is in any way concerned or interested, financially or otherwise, in the said Resolution.

Inspection

All documents referred to in the Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting.

By order of the Board
For **V-Mart Retail Limited**

Sudhir Kumar
Company Secretary
M. No. ACS 25125

Place : Gurgaon
Date : July 30, 2015

Details of Directors seeking Appointment / Re-appointment/Revision – Variation in remuneration at the Annual General Meeting

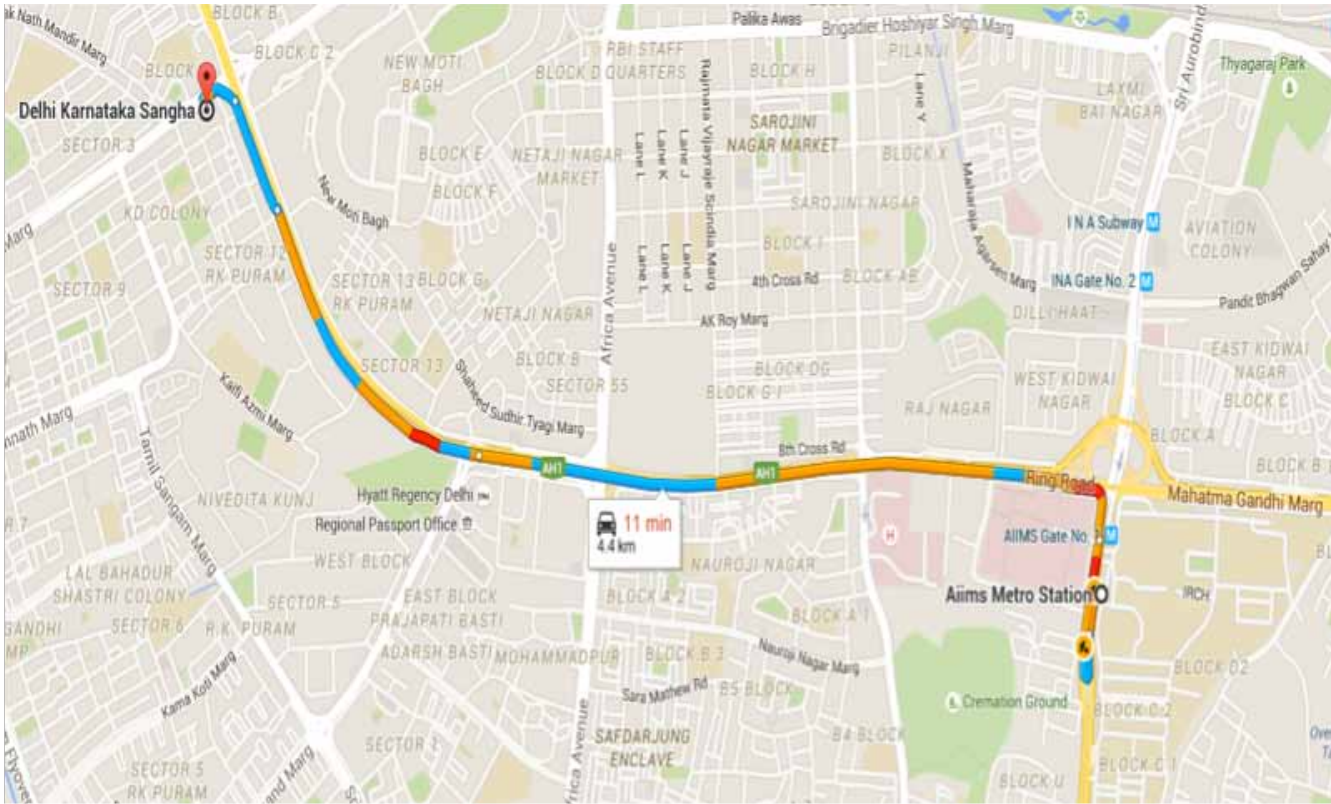
(Pursuant to Clause 49 of the Listing Agreement) & Secretarial Standard-2

SL. No.	Particulars	Mr. Hemant Agarwal	Mr. Murli Ramachandran	Ms. Sonal Mattoo	Mr. Lalit Agarwal	Mr. Madan Gopal Agarwal
1	DIN	2242019	264018	106795	900900	2249947
2	Age	44	54	41	45	72
3	Qualification	Bachelor's Degree in Commerce From Utkal University Cuttack	BE (Hons) degree in Mech Engg, MMS degree from BITS Pilani; and MS in Industrial Engg from Columbia University, New York	B.A., LL.B. (Hons) degree from the prestigious, National Law School of India University, Bangalore.	Bachelor's Degree in Commerce from Bombay University, and a Diploma in Financial Management from the Narsee Monjee Institute of Management Studies, Mumbai	Bachelor's Degree in Arts from the City College, the University of Calcutta
4	Experience	Has experience in tackling and resolving the issues in retail industry and has been instrumental in developing a strong vendor base thereby, strengthening the procurement of apparel merchandise, which is the back bone of retail malls.	He has about 30 years of rich and varied experience in well known MNC's as well as Indian companies.	She has more than 19 years of experience as lawyer.	He has more than 16 years of rich experience in the retail industry.	He has more than 3 decades of experience in retail industry.
5	Term and condition of appointment	As per the resolution	As per the resolution	As per the resolution	As per the resolution	As per the resolution
6	Details of remuneration to be paid	N.A	N.A	N.A	As per the resolution	As per the resolution
7	Remuneration last drawn (during the F.Y 2014-15)	6,041,343	N.A	N.A	11,157,769	3,760,064
8	Date of appointment at Board	22/01/2015	22/01/2015	22/01/2015	21/05/2012	21/05/2012

9	Shareholding in the company as on 31st March, 2015	5.56%	NIL	NIL	12.39%	3.80%
10	Relationship with other Directors/ KMP/Managers	Son of Mr. Madan Gopal Agarwal and Brother of Mr. Lalit Agarwal	NIL	NIL	Son of Mr. Madan Gopal Agarwal and Brother of Mr. Hemant Agarwal	Father of Mr. Lalit Agarwal and Mr. Hemant Agarwal
11	No. of Board Meeting attended during the year (2014-15)	5	1	1	5	5
12	Other Directorship	Director in M/s Wesbok Lifestyle Private Limited	Director in Junior Achievement Indian Service	Director in 1.Ashiana Maintenance Services Limited, 2.Ashiana Holding Limited, 3.OPG Realtors Limited and 4.Helping Hands (An NGO)	NIL	NIL
13	Membership/ chairmanship of committee of other Board	Nil	Nil	1	Nil	Nil

Route Map for the venue of AGM from Nearest Metro station

Route Map for the venue of AGM from AIMS Metro Station





V-MART RETAIL LIMITED

(CIN - L51909DL2002PLC163727)

Regd. Office: 610-611, Guru Ram Dass Nagar, Main Market, opp. SBI Bank, Laxmi Nagar, New Delhi-110092

Corp. Office: Plot No. 862, Udyog Vihar, Industrial Area, Phase – V, Gurgaon – 122016 (Haryana)

Tel. No.:-0124-4640046, Fax No.- 0124-4640046, Website: www.vmart.co.in, Email – info@vmart.co.in

ATTENDANCE SLIP

Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Joint holders may obtain additional attendance slips.

Sr. No. : SLNO

HOLDER

HOLDER_ADD

HOLDER_AD1

HOLDER_AD2

HOLDER_AD3

PIN : HOLDER_PIN-----

I hereby record my presence at the THIRTEENTH ANNUAL GENERAL MEETING of the Company held on Tuesday, the 29th day of September, 2015 at 9:30 a.m. at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector -12, R.K. Puram, New Delhi – 110022.

Members Folio/DPID–Client ID No.

Member's/Proxy's name in Block Letters

Signature of the Member / Proxy

No. of Shares held :

Regd. folio/*Client ID : DPID / HOLDER_FOL

*Applicable for members holding shares in electronic form.

Note: To be signed and handed over at the entrance of the Meeting Venue



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No./Client ID :

DP ID :

No. of Shares held :

I/We, _____ being a Member(s) of V-Mart Retail Ltd., hereby appoint :

1. Name : _____ Address : _____
Email Id : _____ Signature : _____ or failing him
2. Name : _____ Address : _____
Email Id : _____ Signature : _____ or failing him
3. Name : _____ Address : _____
Email Id : _____ Signature : _____

as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at the THIRTEENTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 29th day of September, 2015 at 9:30 a.m. at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector -12, R.K. Puram, New Delhi – 110022 and any adjournment thereof in respect of such resolution as are indicated below :

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	Audited Balance Sheet of the Company as on March 31, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and Auditors thereon		
2	Appointment of a Director in place of Mr. Madan Gopal Agarwal, who retires by rotation and being eligible, offers himself for re-appointment		
3	Declare dividend of Re. 1.5/- per equity shares for the financial year 2014-15		
4	Ratification of Appointment of Statutory Auditors and to fix their remuneration		
Special Business			
5	Appointment of Ms. Sonal Mattoo as an Independent Director		
6	Appointment of Mr. Murli Ramachandran as an Independent Director		
7	Appointment of Mr. Hemant Agarwal as a Director		
8	Payment of Commission to Non-Executive Directors		
9	Amendment in ESOP Scheme, 2012		
10	Revision/variation in remuneration of Mr. Lalit Agarwal, Managing Director		
11	Revision/variation in remuneration of Mr. Madan Gopal Agarwal, Whole-time Director		

Signed on _____ day of _____, 2015.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix One
Rupee
Stamp

NOTE :

In order to be effective the Proxy should be duly filed, signed and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting. The Proxy need not be a Member of the Company.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

INSTRUCTIONS FOR E-VOTING

1. To use the following URL for e-voting: <https://evoting.karvy.com>
2. Enter the login credentials i.e., user id and password mentioned in the e-voting sheet attached along with this communication. Your Folio No/ DP ID Client ID will be your user ID.
3. After entering the details appropriately, click on LOGIN.
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., V-Mart.
7. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option "ABSTAIN" in case you wish to abstain from voting.
8. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
9. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
10. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer.vmart@gmail.com.
11. The Portal will remain open for voting from 9.00 a.m. on 26th September, 2015 to 5 p.m. on 28th September 2015 (both days inclusive).
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or send email to evoting@karvy.com or contact Mr. R. Chandrashekhar of Karvy Computershare Pvt. Ltd. at 040-67161602 or at 1800 3454001 (toll free).
13. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
14. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
15. The voting rights of shareholders shall be in proportion to their shares of the paid equity share capital of the company as on cutoff date(record date)of 22nd September, 2015.
16. The scrutinizer shall with in the period not exceeding three (3) working days from the conclusion of E-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman to the Company.
17. The members who have acquired shares after the dispatch of notice of the Annual General Meeting and holding shares as on cut off date i.e. 22nd September, 2015, may obtain the e-voting user id and password by sending a request at e-voting@karvy.com.
18. The Result of E-Voting shall be declared on or after the AGM of the Company. The Result declared along with the Scrutinizer's Report shall be placed on the Company's website(website) and on the website of Karvy within two(2) days of passing of resolution at the AGM of the Company and communicated to the Stock Exchange.
19. Kindly note that once you have cast your vote you cannot modify or vote on poll at AGM. However, you can attend the meeting and participate in discussions, if any.