

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, UdyogVihar, Industrial Area, Phase V, Gurugram – 122016 (Haryana)

Tel. No. : 0124-4640030, Fax No. 0124-4640046, Website: www.vmart.co.in, Email – info@vmart.co.in

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of the Company will be held on 02, August, 2019 at 09:30 am at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi - 110003 to transact the following Business:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions**

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, along with the reports of the Auditors and the Board thereon.**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.”

2. **To declare a dividend at the rate of Rs. 1.70 per equity share for the financial year 2018-19.**

“RESOLVED THAT a dividend of Rs 1.70 per equity share of Rs. 10/- each fully paid-up for the financial year 2018-19, as recommended by the Board, be and is hereby approved and declared.”

3. **To appoint Mr. Madan Gopal Agarwal (DIN 02249947) as a Director, liable to retire by rotation.**

“RESOLVED THAT Mr. Madan Gopal Agarwal (DIN 02249947), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

4. **To appoint Mr. Govind S. Shrikhande (DIN: 00029419) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, Section 150, Section 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Govind S. Shrikhande (DIN 00029419) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from November 2, 2018 in term of section 161(1) of the Act and who holds office till the date of the forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Non-Executive Director of the Company not liable to retire by rotation, to hold office for a period of five (5) years with effect from November 2, 2018 up to November 2, 2023”

RESOLVED FURTHER THAT Mr. Lalit Agarwal, Chairman & Managing Director & Ms. Megha Tandon, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be required to give effect to this resolution.”

5. **To re-appoint Mr. Aakash Moondhra (DIN: 02654599) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, Section 150, Section 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aakash Moondhra (DIN 02654599) whose current period of office is expiring on 22 September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term of 5 (Five) consecutive years on the Board of the Company w.e.f. 22 Sept., 2019 upto 22 Sept., 2024.

RESOLVED FURTHER THAT Mr. Lalit Agarwal, Chairman & Managing Director & Ms. Megha Tandon, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be required to give effect to this resolution."

6. **To approve the revision/variation in the remuneration of Mr. Lalit Agarwal, (DIN: 00900900) Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in pursuance of Section 196, Section 197, Section 198, Section 203 and the Rules made thereunder, read with Schedule-V of the Companies Act, 2013 and other 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 such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for revision/variation in terms of appointment and remuneration of Mr. Lalit Agarwal (DIN: 00900900) Managing Director of the Company, designated as Chairman and Managing Director, with effect from 1st April 2019 till his remaining tenure ending on 31st May, 2022 as Chairman & Managing Director of the Company, as recommended by the Nomination & Remuneration Committee and noted hereunder:

A. Salary:

Basic salary of Rs. 85.39 Lakhs per annum.

B. Commission:

One per cent (1%) 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.

He shall also be eligible for expenses incurred on education of his children (upto 2 children), whether, in India or abroad, subject to the maximum limit of Rs. 50 Lakhs per annum.

The overall value of the perquisites shall be subject to the overall limit of Rs. 90 Lakhs per annum.

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 variance except that no commission shall be payable, subject to the overall limit as specified in the schedules to the Companies Act, 2013.

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 Chief Financial Officer of the Company and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in this regard.”

7. **To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, (DIN: 02249947) Whole Time Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in pursuance of Section 196, Sections 197, Sections 198, Sections 203 and the Rules made thereunder, read with Schedule-V of the Companies Act, 2013 and other 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 such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for revision/variation in terms of appointment and remuneration of Mr. Madan Gopal Agarwal (DIN: 02249947) Whole Time Director of the Company with effect from 1st April 2019 till his remaining tenure ending on 31st May, 2022 as Whole Time Director of the Company, as recommended by the Nomination & Remuneration Committee and noted hereunder:

E. Salary:

Basic salary of Rs. 31.31 Lakhs per annum.

F. Commission:

0.33% 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.

G. 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.

H. Other terms and conditions:

In the event of absence or inadequacy of profits in any financial year, the Director shall be entitled

to the minimum remuneration as mentioned herein above without any variation except that no commission shall be payable, subject to the overall limit as specified in the schedules to the Companies Act, 2013.

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, Whole-time Director (holding DIN- 02249947), 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 Chief Financial Officer and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in this regard.”

8. **Increase in Borrowing limits under Section 180 (1)(c) over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company:**

To consider and if thought fit, with or without modification(s), to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1)(c), Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow money, time to time as they may think fit, any sum or sums of money not exceeding Rs. 75,000 Lakhs [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or

unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed (i.e. the principal amount) by the Board and outstanding (i.e. the principal amount) at any point of time, shall not exceed the sum of Rs. 75,000 Lakhs (Rupees Seventy Five Thousand Lakhs Only).

“RESOLVED FURTHER THAT Mr. Lalit Agarwal, Chairman & Managing Director, Mr. Anand Agarwal Chief Financial officer & Ms. Megha Tandon, Company Secretary, of the Company be and are hereby severally authorized to do all such acts, deeds, things as may be required to give effect to this resolution.”

9. To approve the increase in the limits applicable for making investment / extending loans and giving guarantees or providing securities in connection with loans to persons / Bodies Corporates

To consider and if thought fit, with or without modification(s), pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment

thereof for the time being in force) and subject to such other consents, sanctions and permissions as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1,50,000 Lakhs (Rupees One Lakhs Fifty Thousand Lakhs only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT Mr. Lalit Agarwal, Chairman & Managing Director, Mr. Anand Agarwal Chief Financial officer & Ms. Megha Tandon, Company Secretary, of the Company be and are hereby severally authorized to do all such acts, deeds, things as may be required to give effect to this resolution.”

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

Megha Tandon
Company Secretary
M. No. ACS 35532

Place: Gurugram
Date: 10th May, 2019

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") & Secretarial Standard-2 of the person seeking re-appointment as Director under Item No. 3, 4 & 5 of the Notice are also annexed.
2. In terms of Section 152 of the Companies Act, 2013, Mr. Madan Gopal Agarwal (DIN: 02249947), Director, retiring by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
3. 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.
4. 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.
5. Each member present at meeting shall be entitled to one vote for every equity share held.
6. The Company has notified closure of Register of Members and Share Transfer Books from Friday, 26th July 2019 to Monday, 5th August, 2019 (both days inclusive) in connection with Annual General Meeting and for the purpose of Dividend.
7. The Board of Directors of the Company at their Meeting held on 10th May, 2019 have recommended a dividend at the rate of Rs 1.70 per Equity Share as final dividend for the financial year 2018-19. The dividend, if approved by the Shareholders at the Annual General Meeting, shall be paid to those Members/ Beneficial Owners whose names appear in the Register of Members/ depository records as on 25th July, 2019 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 25th July, 2019; 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 25th July, 2019.
8. 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 Fintec 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
9. 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.
10. 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 remote 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.
11. 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.
12. 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 Registrars and Transfer Agents, Karvy Fintech 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.

13. 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.
14. 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 Agents.
15. Members holding 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.
16. 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.
17. 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.
18. 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.
19. Electronic copy of the Annual Report for the financial year 2018-19 along with Notice for 17th 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.
20. Electronic copy of the Notice for 17th Annual General Meeting of the Company inter-alia indicating the process and the manner of remote 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 17th 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 17th Annual General Meeting of the Company inter alia indicating the process and the manner of remote e- voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
21. 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.
22. 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 Fintech Private Limited "Karvy Selenium Tower- B", Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 or the Company Secretary of the Company at Plot No.862, Udyog Vihar, Industrial Area, Phase – V, Gurugram – 122016.
23. 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.

24. 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.
25. 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.
26. Members who have not registered their e-mail addresses so far, are requested to register their-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
27. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the Shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016. The Company also simultaneously uploaded on the "Investors Section" of the Website of the Company viz. www.vmart.co.in in giving details of such shareholders whose dividend is unclaimed or unpaid.

28. 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.

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 Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e- voting Services provided by Karvy Fintech Private Limited.

The Company has appointed Mr. Mayank Vashist, Practicing Company Secretary as the Scrutinizer for conducting the remote 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 25th July, 2019 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 vote electronically. The members as on the cut-off date viz Thursday, 25th July, 2019, 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 remote e- voting are as under:

Use the following URL for e-voting from KARVY website: <http://evoting.karvy.com>

1. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
2. Enter the login credentials [i.e., user id and password mentioned in the e-voting sheet]. Your Folio No/DP ID/ Client ID will be your user ID. However, if you are already registered with KARVY for e-voting, you can use your existing User ID and password for casting your vote.
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 (@,#,\$,

etc.). 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, enter the number of shares as on the cutoff date under "FOR/AGAINST" or alternately you may enter partially any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding. You may also choose the option "ABSTAIN" and the shares will not be counted under either head.

Institutional Shareholders (i.e. Members other than individuals, HUF, NRIs etc.) are required to send a scanned copy of the Board Resolution/authority letter to the Scrutinizer via email at scrutinizer.vmacs@gmail.com with copy marked to evoting@karvy.com & einward.ris@karvy.com

8. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / 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, Members can login any number of times till they have voted on the Resolution.

10. Once the vote on the Resolution is cast by the Member, he/she shall not be allowed to change it subsequently. Further, the Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Annual General Meeting. However, those Members shall not be allowed to cast their vote again at the general meeting.
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members shall be available at the download section of <http://evoting.karvy.com> or contact KARVY at Tel No.1800 345 4001 (toll free).
12. The Portal will remain open for voting from: 9.00 a.m. on Tuesday, 30th July, 2019 to 5.00 p.m. on Thursday, 1st August, 2019 (both days inclusive).
13. The Scrutinizer shall immediately after the conclusion of the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairperson of the Company. The Chairperson or any other person authorised by the Chairperson, shall declare the result of the voting forthwith.
14. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the website of the Company www.vmart.co.in and on the website of KARVY <https://evoting.karvy.com> within three days of passing of the Resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, for placing the same in their website.

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 Fintech 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).

ANNEXURE TO THE NOTICE

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

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Govind S. Shrikhande as an Additional Director in capacity of Independent Non-Executive Director of the Company with effect from November 2, 2018 to hold office for a term of five years subject to approval of the members at next General Meeting.

As an Additional Director, Mr. Shrikhande holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received the necessary declaration(s) from Mr. Shrikhande confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Govind S. Shrikhande is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director on the Board of the Company.

Mr. Shrikhande possesses rich cross-functional experience in the Textiles, Apparel and Retail industry. In his last professional role, he was the Managing Director of Shoppers Stop, where he started his stint in 2001 as the Vice President of Buying & Merchandising function, growing to the role of Chief Operating Officer Role before being elevated as the MD. Prior to Shoppers Stop, he was associated with Mafatlal and Johnson & Johnson. He has the unique distinction of being part of the team that launched Arvind Denim & Arrow, brand in India. Mr. Shrikhande has also worked with Bombay Dyeing.

In the opinion of the Board, Mr. Govind S. Shrikhande fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Considering the rich and vast experience of Mr. Shrikhande, your Board believes that his induction on the Board will bring strength to the Company. As a Non-executive Director, Mr. Shrikhande will be entitled to sitting fee for attending Board/ Committee meeting(s) and commission on profits of the Company, as approved by the Board of Directors or the members of the Company, from time to time

A copy of the letter of appointment, setting out his terms and conditions of appointment will be available for inspection, without any fee, by the members at the Company’s registered office during normal hours on working days (except Saturday & Sunday) up to the date of the AGM, and also at the Meeting.

Save and except Mr. Govind S. Shrikhande and his relatives; to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the members.

Item No. 5

The Member of the Company in its 12th Annual General Meeting held on 23rd September, 2014 appointed Mr. Aakash Moondhra as an Independent Director of the Company for 5 (five) consecutive years from the date of 12th Annual General Meeting.

In terms of the provisions of Section 149 of the Companies Act, 2013 (“the Act”), read with the rules made thereunder and MCA (Ministry of Corporate Affairs) vide General Circular No. 14/2014 dated 9th June, 2014, Mr. Aakash Moondhra is eligible for re-appointment as an Independent Director for one more term of 5 years, on passing of a Special Resolution by the Members.

The Board of Directors of the Company at its meeting held on May 10, 2019, after due consideration of the performance of the Director, approved the re-appointment of Mr. Aakash Moondhra as an Independent Director of the Company w.e.f. from 22 September, 2019, for another term of 5 (five) years, subject to approval of Members of the Company. The Board of Directors is of the opinion, that his continued association as an Independent Director, will benefit the Company.

Mr. Moondhra currently, the Global CFO of Naspers Fintech and PayU. Previously, Aakash has held senior positions at Nokia India Private Limited, Baring Private Equity Partners (India) - where he headed the Retail vertical, Bharti Retail Private Limited, Bharti Airtel Limited and AT&T Corporation, as well CFO of Snapdeal. A member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, he holds a Bachelor’s Degree in Commerce from the University of Delhi and an MBA from Southern Methodist University, Texas. He secured the IDP-C certification for driving corporate governance at Board level at the International Directors Programme at INSEAD in 2017.

The Company has also received- (a) declaration of independence from Mr. Aakash Moondhra; (b) his consent

to act as Director; and (c) declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 (2) of the Act. In the opinion of the Board, Mr. Moondhra possesses appropriate skills, experience & knowledge and fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as an Independent Director of the Company.

Mr. Moondhra is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As a Non-executive Director, Mr. Moondhra will be entitled to sitting fee for attending Board/ Committee meeting(s) and commission on profits of the Company, as approved by the Board of Directors or member of the Company from time to time. Considering the qualification and experience of Mr. Moondhra, his re-appointment as Independent Director shall be beneficial to the Company.

A copy of the letter of appointment, setting out his terms and conditions of appointment will be available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days (except Saturday & Sunday) up to the date of the AGM, and also at the Meeting.

Save and except Mr. Aakash Moondhra and his relatives; to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the members.

Item No. 6 & 7

The Board of Directors and Shareholders of the Company in 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 each.

On the recommendation of Nomination & Remuneration Committee the Board of Directors of the Company at its meeting held on 3rd May, 2017 has pursuant to the provisions of Section 203, 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (Act) and other laws, regulations, 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 for the period of five years from 31st May, 2017 to 30th May, 2022 and the shareholders has approved the same in its meeting held on 18th Sep., 2017,

In the light of enhanced responsibilities of the top management and having regard to valuable contribution in growth of the Company made by Mr. Lalit Agarwal (DIN 00900900), Chairman and Managing Director, and Mr. Madan Gopal Agarwal (DIN 02249947), Whole-time Director of the Company, and as per the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th May, 2019 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, 2019 till their tenure i.e. upto 30th May, 2022, the details of revised remuneration are mentioned in the resolution no's. 6 & 7.

Further, pursuant to the provisions of Sections 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting.

Thus, in view of the above your Directors proposed for the approval of Members as special resolution for item nos. 6&7 with regard to revision/alteration of remuneration of Mr. Lalit Agarwal (DIN 00900900), Managing Director, Mr. Madan Gopal Agarwal (DIN - 02249947), Whole-time Director of the Company. The relevant disclosures pursuant to Companies Act, 2013 and rules made thereunder, SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 are given below.

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

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6&7 of the Notice for the approval of the members.

Item No. 8

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid -up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

In view of the Company's business requirements and growth plans, it is proposed to increase the borrowing limits to a sum not exceeding Rs. 75,000 Lakhs (Rupees Seventy Five Thousand Lakhs only) under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act")

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserve i.e. Up to Rs. 75,000 Lakh.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 9

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure it is proposed to give powers to the Board of Directors to make investments,

providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 1,50,000 Lakhs (One Lakhs Fifty Thousand Lakhs only).

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the Hundred per cent of its free reserves and securities premium account of the Company i.e upto Rs. 1,50,000 Lakh.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Inspection

All documents referred to in the Notice shall be open for inspection at the registered office of the Company during normal business hours on all working days (except Saturday and Sunday), up to and including the date of the Annual General Meeting.

By order of the Board
For V-Mart Retail Limited

Megha Tandon
Company Secretary
M. No. ACS 35532

Place: Gurugram
Date: 10th May, 2019

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

(Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015) & Secretarial Standard-2

Sr. No	Particulars	Mr. Madan Gopal Agarwal	Mr, Lalit Agarwal	Mr. Govind S. Shrikhande	Mr. Aakash Moondhra
1	DIN	2249947	00900900	0029419	2654599
2	Age	75	49	59	46
3	Qualification	Bachelor's Degree in Arts from the City College, the University of Calcutta	Bachelor's Degree in commerce from Bombay University & Diploma in Finance Institute of Management studies, Mumbai	MBA in Marketing, Symbiosis, Pune University, B. Textile Technology, VJTI, Mumbai University	Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He holds a Bachelor's Degree in Commerce from the University of Delhi and an MBA from Southern Methodist University
4	Experience	He has more than four decades of experience in retail industry.	He has more than 19 years of experience in retail industry.	He possesses rich cross-functional experience of more than three decades in the Textiles, Apparel and Retail industry	He is an accomplished professional with diverse global experience.
5	Term and condition of appointment	As per the resolution	As per the resolution	As per the resolution	As per the resolution

Sr. No	Particulars	Mr. Madan Gopal Agarwal	Mr. Lalit Agarwal	Mr. Govind S. Shrikhande	Mr. Aakash Moondhra
6	Details of remuneration to be paid	As per the resolution	As per the resolution	Sitting fees & commission as approved by Members	Sitting fees & commission as approved by Members
7	Remuneration last drawn (during the F.Y 2018-19)	Rs. 62.79 Lakh	Rs. 223.56 Lakh	Rs. 7.55 Lakh	Rs. 18.89 Lakh
8	Date of appointment at Board	21/05/2012	21/05/2012	2/11/2018	18/03/2010
9	Shareholding in the company as on 31st March, 2019	Nil	Nil (7.05% though HUF)	Nil	924 shares
10	Relationship with other Directors/KMP/Managers	Father of Mr. Lalit Agarwal, Chairman & Managing Director of the Company	Son of Mr. Madan Gopal Agarwal, Director of the Company	None	None
11	No. of Board Meeting attended during the year (2018-19)	5	5	2	5
12	Other Directorship	Conquest Business Services Pvt. Ltd.	Conquest Business Services Pvt. Ltd	India Retails & Hospitality Private Limited	Payu Payments Private Limited
13	Membership / chairmanship of committee of other Board	Nil	1	Nil	2

Route Map/Directions for the venue of AGM from Nearest Metro station

India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi - 110003

