

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, 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 Nineteenth Annual General Meeting of the Members of the Company will be held on Wednesday, 25th August, 2021 at 10:00 A.M. through Video Conferencing/ Other Audio-Visual means to transact the following Business:

ORDINARY BUSINESS:

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

Item No. 1: Adoption of financial statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, along with the reports of the Auditors and the Board of Directors thereon.

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2021, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

Item No. 2: Appointment of Mr. Lalit M Agarwal (DIN: 00900900) as Director, liable to retire by rotation

To appoint a director in place of Mr. Lalit M Agarwal (DIN: 00900900) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Lalit M Agarwal (DIN: 00900900), 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:

Item No. 3: Reclassification of Promoter to Public Category.

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 Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval from the BSE Limited, National Stock Exchange of

India Limited (here in after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following person(s) (hereinafter individually and jointly referred to as the applicants) from “Promoter and Promoter Group” category to “Public” category:

Name of the Shareholder	No. of Equity shares held (Face value of 10/- each) as on 31 st March, 2021	Percentage of shareholding (%)
Mr. Hemant Agarwal	43	0.00
Hemant Agarwal HUF	1,50,266	0.76
Ms. Smiti Agarwal	2,78,365	1.41

RESOLVED FURTHER THAT in supersession of any provision, their special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from “Promoter & Promoter Group” to “Public” category.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition

of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT Mr. Lalit M Agarwal, Chairman & Managing Director, Mr. Anand Agarwal, Chief Financial Officer & Ms. Megha Tandon, Company Secretary, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

Item No. 4: Approval for Remuneration and waiver of excess managerial remuneration paid to Mr. Lalit M Agarwal, Chairman & Managing Director (DIN: 00900900)

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 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, or any other law, the approval of the members of the Company be and is hereby accorded for waiver of recovery of the excess managerial remuneration amounting to ₹ 33.06 Lakhs (Rupees Thirty Three lakhs, Six thousand) paid to Mr. Lalit M Agarwal as the Chairman & Managing Director of the Company for the Financial Year 2020-21.

RESOLVED FURTHER THAT consent of the member is also accorded to pay the remuneration in accordance with Schedule V of the Companies Act, 2013 to Mr. Lalit M Agarwal in case of no or inadequate profits for the subsequent Financial Years, if any.

RESOLVED FURTHER THAT any Director, Mr. Anand Agarwal, Chief Financial Officer & Ms. Megha Tandon, Company Secretary, be and are hereby severally authorised to do all such acts, deeds, things as may be required to give effect to this resolution.”

Item No. 5: Approval for Remuneration and waiver of excess managerial remuneration paid to Mr. Madan Gopal Agarwal, Whole-time Director (DIN: 02249947)

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 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, the approval of the members of the Company be and is hereby accorded to approve the waiver of recovery of the excess remuneration amounting to ₹ 3.59 Lakhs (Rupees Three lakhs, Fifty Nine thousand) paid to Mr. Madan Gopal Agarwal as the Whole-time Director of the Company for the Financial Year 2020-21.

RESOLVED FURTHER THAT consent of the member is also accorded to pay the remuneration in accordance with Schedule V of the Companies Act, 2013 to Mr. Madan Gopal Agarwal in case of no or inadequate profits for the subsequent Financial Years, if any.

RESOLVED FURTHER THAT any Director, Mr. Anand Agarwal, Chief Financial Officer & Ms. Megha Tandon, Company Secretary, be and are hereby severally authorised to do all such acts, deeds, things as may be required to give effect to this resolution.”

Item No. 6: Approval for the payment of Commission to Non-Executive Directors

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 Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements), 2015 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 from 1st April, 2021.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to director(s) for attending the meetings of the board/committees thereof or for any other purpose whatsoever, as may be decided by the board of directors and reimbursement of expenses for participation in Board meeting.

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 any Director, Mr. Anand Agarwal, Chief Financial Officer & Ms. Megha Tandon, Company Secretary, 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.”

Item No. 7: Payment of remuneration to the Non-Executive, Independent Director(s) of the Company in the event of no profits or inadequate profit

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 Sections 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Rules framed thereunder and, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015 (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 remuneration as the Board may deem fit, in case of inadequacy of profits, to the Non- Executive, Independent Director(s) of the Company for a period of three financial years commencing from 1st April, 2021, subject to the limits prescribed under Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT any Director, Mr. Anand Agarwal, Chief Financial Officer & Ms. Megha Tandon, Company Secretary 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.”

Item No. 8: Approval for amendment in the V-Mart Retail Ltd. Employee Stock Option Plan 2020 (“ESOP Scheme, 2020”) of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder and pursuant to the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014 ("the Regulation") (including any Statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force), the Articles of Association of the Company, approval of Members at their general meeting and subject to all other applicable rules, regulations and guidelines of the Securities

and Exchange Board of India, the listing agreement entered into with the stock exchanges where the securities of the company are listed and/or such other approvals, consents, permissions and sanctions as may be necessary and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including the Nomination & Remuneration Committee which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this resolution), the consent of the Members be and is hereby accorded for the amendment of the V-Mart Retail Ltd. Employee Stock Option Plan 2020 (“ESOP Scheme, 2020”)(Referred as “the Scheme”) of the Company by increasing the total number of Stock Options from Two Lakhs Options to Five Lakhs Options at such price and on such terms and conditions as may be fixed or determined by the Board and/or Nomination & Remuneration Committee in accordance with the guidelines or other applicable provisions of any law as may be prevailing at that time and the existing clause 13.1 of the scheme shall be substituted accordingly.

RESOLVED FURTHER THAT the other terms and conditions of V-Mart Retail Ltd. Employee Stock Option Plan 2020 of the Company as approved and time to time amended by the Board and Members of the Company shall remain the same.

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 Board and/or the Nominations & Remuneration Committee of the Board be and are hereby authorized to take necessary steps for obtaining the in-principle approval 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 SEBI (LODR) Regulations, 2015 with the concerned Stock Exchange and the applicable Guidelines, Rules and Regulations.”

By Order of the Board
For V-Mart Retail Ltd.

Megha Tandon
Company Secretary
M. No. F10732

Place: Gurugram
Date: 21st July, 2021

NOTES:

1. In view of continuing COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 20/2020 dated 5th May, 2020 read with General Circulars Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, permitted to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. Considering the current pandemic situation and in accordance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 19th AGM of the Company is being held through VC / OAVM. The deemed venue for the 19th AGM shall be the Registered Office of the Company for a term upto the conclusion of 19th Annual General Meeting of the company in the calendar year 2021.
2. The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agent ('RTA') of the Company, to provide VC/OVAM facility for the AGM of the Company.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") which sets out details relating to Special Businesses at the meeting, 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 is also annexed.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Lalit M Agarwal (DIN: 00900900), Director, retiring by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
5. Since this AGM is being held pursuant to MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by Members will not be available for this AGM. Hence, Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.
6. Members attending the AGM through VC/OAVM, shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorising their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at cs@vmart.co.in with a copy marked to evoting@kfintech.com pursuant to Section 113 of the Companies Act, 2013.
8. Each member present at the meeting shall be entitled to one vote for every equity share held.
9. Only bona fide members of the Company, whose name appears first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
10. In case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote.
11. The company has notified closure of Register of members and share transfer Books from Thursday, 19th August, 2021 to Wednesday, 25th August, 2021 (both days inclusive) in connection with Annual General Meeting and voting (through remote e-voting and during the AGM) on the resolutions set forth in the Notice.
12. 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:

M/s KFin Technologies Private Limited
Selenium Tower B, Plot Nos. 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad, Telangana - 500 032
Phone No.: 040 67162222
Toll Free: 1800 309 4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com
13. Instructions and other information relating to remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM are given in this Notice. The Company will also send communication which inter alia would contain details about User ID and Password along with a copy of this Notice to the members, separately.
14. 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 authorising their representative to attend and vote on their behalf at the Meeting.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section

189 of the Act and the certificate from Auditors of the Company certifying that V-Mart Retail Limited Employee Stock Option Scheme 2012 & Employee Stock Option Scheme 2020 in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by Members in electronic mode during the AGM. Members who wish to seek inspection, may send their request through an email at cs@vmart.co.in up to the date of AGM.

16. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email IDs to their respective Depository Participants only. The Company or its RTA i.e. KFin Technologies Private Limited, cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email IDs to our RTA i.e. KFin Technologies Private Limited or the Secretarial Department of the Company.
17. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the RTA i.e. KFin Technologies Private Limited or the Secretarial Department of the Company.
18. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at einward.ris@kfinotech.com or cs@vmart.co.in for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
19. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation Disclosures Requirement) Regulation, 2015 ("SEBI Listing Regulations"), companies can serve Annual Report and other communications through electronic mode to those Members who have registered their email ID either with the Company or with the Depository Participants.
20. In compliance with the provisions of MCA vide its General Circular No. 02/2021 dated 13th January, 2021, Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and SEBI circular dated 15th January, 2021 & 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.
21. Members may note that the Notice of the AGM and Annual Report 2020-21 will also be available on the Company's website www.vmart.co.in and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at URL: <https://evoting.kfintech.com/>.
22. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed to the Notice.
23. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
24. AGM Live Webcast Facility: Pursuant to Regulation 44 of SEBI Listing Regulations and para 3 Clause A (III) of Circular No. 14/2020 dated 8th April, 2020 issued by MCA, Government of India, the Company has made arrangements for two-way live webcast for the proceedings of the AGM. The details of the webcast link shall be made available on the website of the Company at www.vmart.co.in.
25. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
26. The Company has fixed Wednesday, 18th August, 2021 as the Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from 9.00 a.m. (IST) on Sunday, 22nd August, 2021 up to 5.00 p.m. (IST) on Tuesday, 24th August, 2021 (both days inclusive).
27. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

28. The Company has appointed Mr. Harsh Oberoi, Practicing Company Secretary (C.P. No. 17834), as Scrutinizer to scrutinise the e-voting process in fair and transparent manner.
29. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/ Electronic mode during normal business hours (8:15 hours to 17:15 hours) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to seek inspection, may send their request through an email at cs@vmart.co.in up to the date of AGM.
30. Information required under Regulation 36 of SEBI Listing Regulations, Directors seeking Appointment/ Re-appointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/ declarations for their appointment/re-appointment as required under the Act and rules made thereunder
31. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.
32. Members are requested to note that as per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account, is liable to be transferred by the Company to the “Investor Education Protection Fund” (IEPF) established by the Central Government under Section 125 of the Act. Therefore, the amount of unclaimed dividend for the financial year ended 31st March, 2014 is due for transfer to IEPF in October 2021. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th September, 2020 (date of last AGM) on the website of the Company at www.vmart.co.in and also on the website of the Ministry of Corporate Affairs. Members may approach the IEPF Authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Company Secretary and Compliance Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.
33. Members are requested to note that as per Section 124(6) of the Act, read with IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF Authority. Consequently, the Company will transfer the eligible equity shares to Demat Account of IEPF Authority. Members are entitled to claim the same from IEPF by submitting an application in the prescribed online web based Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed, to the Nodal Officer of the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
34. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
35. 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 mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
36. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
37. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
 - 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.

INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from Kfintech website: <https://evoting.kfintech.com>.
2. Members of the Company holding shares either in physical form or in dematerialized form, as on Wednesday, 18th August, 2021 the cutoff date, may cast their vote electronically.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Kfintech for e-voting, use your existing User ID and password for casting your votes.
4. After entering the details appropriately, click on LOGIN.
5. 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 (az), one numeric value (0-9) and a special character. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT of the Company.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
10. 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.
11. The Portal will be open for voting from 9.00 a.m. on Sunday, 22nd August, 2021 up to 5.00 p.m. (IST) on Tuesday, 24th August, 2021.
12. Members of the Company who have purchased their shares after the dispatch of the Notice but before the cutoff date (Wednesday, 18th August, 2021) may contact Kfintech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to einward.ris@kfintech.com.
13. 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.kfintech.com> or contact Kfintech at Tel No. 1800 309 4001 (toll free).
14. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

NSDL	CDSL
Users already registered for IDeAS facility of NSDL	Users already registered for Easi / Easiest facility of CDSL
i. Click on URL: https://eservices.nsd.com .	i. Click on URL: https://web.cdslindia.com/myeasi/home/login or https://www.cdslindia.com/ and click on New System Myeasi
ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.	ii. Enter your User ID and Password for accessing Easi / Easiest.
iii. Enter your User ID and Password for accessing IDeAS,	iii. Click on Company name or e-voting service provider for casting the vote during the remote e-voting period.
iv. On successful authentication, you will enter your IDeAS service login	
v. Click on "Access to e-Voting".	
vi. Click on Company name or e-voting service provider and you will be re-directed to Kfintech website for casting the vote during the remote e-voting period.	

NSDL	CDSL
<p>2. Users not registered for IDeAS facility of NSDL</p> <p>i. To register, click on URL: https://eservices.nsd.com/.</p> <p>ii. Select “Register Online for IDeAS”</p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</p> <p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>2. Users not registered for Easi / Easiest facility of CDSL</p> <p>i. To register, click on URL https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</p> <p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <p>i. Click on URL: https://www.evoting.nsd.com/</p> <p>ii. Click on the button “Login” available under “Shareholder / Member” section.</p> <p>iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen</p> <p>iv. On successful authentication, you will enter the e-voting module of NSDL</p> <p>v. Click on Company name or e-voting service provider and you will be re-directed to Kfintech website for casting the vote during the remote e-voting period.</p>	<p>3. Users may directly access the e-voting module of CDSL as per the following procedure:</p> <p>i. Click on URL: www.cdslindia.com.</p> <p>ii. Provide demat account number and PAN</p> <p>iii. System will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CSDL.</p> <p>v. Click on Company name or e-voting service provider and you will be re-directed to Kfintech website for casting the vote during the remote e-voting period.</p>

NSDL	CDSL
<p>Procedure to login through their demat accounts / website of Depository Participant</p> <p>Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider “Kfintech” and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.</p>	
<p>Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.</p>	
<p>Contact details in case of technical issue on NSDL website</p> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>	<p>Contact details in case of technical issue on CSDL website</p> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.</p>

INSTRUCTIONS FOR PARTICIPATING THROUGH VC/OAVM

1. Members will be able to attend the Nineteenth AGM of the Company through VC/OAVM through KFinTech e-voting system at <https://evoting.kfintech.com> under shareholders login by using the remote e-voting credentials and selecting the EVENT for the Company's Nineteenth AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice of AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging in to the e-voting system.
 2. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches and Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 3. Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio / video loss due to fluctuation in their respective networks.
 4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 5. Shareholders queries: Members who wish to seek any clarification on Annual Report from the Company may visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries Here" to write their queries in the window provided, by mentioning your name, demat account number/ folio number, email ID and mobile number. Please note that, members' questions will be answered during the meeting or subsequently via email, only if, the shareholder continues to hold the shares as on the cut-off date i.e. Wednesday, 18th August, 2021. The window shall remain active during the remote e-voting period.
 6. Speaker Registration: Members who wish to speak at the AGM may register themselves as a speaker by visiting <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during the remote e-voting period starting from Sunday, 22nd August, 2021 at 9.00 a.m. (IST) to Tuesday, 24th August, 2021 at 5.00 p.m. (IST). Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves and depending on the availability of time at the AGM.
 7. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through the e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon ('vote now') on the left side of the screen to cast their votes.
 8. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be closed on expiry of 15 minutes from the scheduled time of the AGM
 9. Facility of joining the AGM through VC / OAVM shall be available for 1,000 Members on a first come first serve basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis
 10. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time and to ensure the smooth conduct of the AGM
 11. Members, who have casted their votes by remote e-voting may also attend the AGM through VC / OAVM but shall not be entitled to cast their votes again
 12. Members who need assistance or help during the AGM, can contact KFinTech, Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana. Phone : +91 40 6716 2222.
- The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period of not exceeding two working days as the case may be from the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same.
- 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 Kfin Technologies Private Limited <https://evoting.kfintech.com/> 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 KFin Technologies Pvt. Ltd. (Registrar and Share Transfer Agent).

Note: Members holding shares in dematerialised 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. 3

The Company has received requests from Mr. Hemant Agarwal, Ms. Smiti Agarwal & Hemant Agarwal HUF being members of the Promoter Group for reclassification from ‘the Promoter and Promoter Group’ category to ‘Public’ category due to disassociation from the Company for a period of five years. Further, Mr. Hemant Agarwal and other promoters seeking re-classification have entered into competing business. Thus to avoid any conflict of interest at later stages and following the principle of good corporate governance, the aforesaid promoters have requested the Board vide their letter dated 24th May, 2021 to consider and seek reclassification of their entire shareholding as public.

The following are the details regarding their respective shareholding in the Company:

Name of the Shareholder	No. of Equity shares held (Face value of 10/- each) as on 31 st March, 2021	Percentage of shareholding (%)
Mr. Hemant Agarwal	43	0.00
Hemant Agarwal HUF	1,50,266	0.76
Ms. Smiti Agarwal	2,78,365	1.41

Pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with amendments thereto, the aforesaid promoters seeking reclassification have confirmed that –

- i) They, together do not hold more than ten percent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on 28th May, 2021, subject to members’ approval, and stock exchanges’ approval subsequently.

The Promoter/ Promoter Group shareholding in the Company would be 44.5% after the above reclassification.

None of the Directors/ KMP of the Company/their relatives other than Mr. Lalit M Agarwal and Mr. Madan Gopal Agarwal are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 3 of this Notice. The Board recommends the resolution set forth in Item no. 3 for the approval of the Members.

ITEM NO. 4 & 5

The managerial remuneration paid to Mr. Lalit M Agarwal, Chairman & Managing Director of the Company and Mr. Madan Gopal Agarwal, Whole Time Director designated as Executive Director of the Company (“said Directors”) during the Financial Year (F.Y.) 2020-21 exceeded the limit under Section 197 of the Companies Act, 2013 (“the Act”) due to inadequate profit in the Financial Year 2020-21.

The Company made some significant progress on several strategic initiatives to further enhance its store presence, customer, people and product proposition. However, due to the unforeseen adverse impact of Covid-19 pandemic and resultant restrictions on the availability of days of operations, conservative consumer sentiments and footfalls, the Company witnessed a dip in the revenues and the profitability of the Company during the Financial year 2020-21.

Owing to the above factors, the financial performance of the Company in the financial year ended 31st March, 2021 did not meet expectations. As a result of the above, the remuneration paid to Mr. Lalit M Agarwal and Mr. Madan Gopal Agarwal for the financial year 2020-21 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The Company in its Annual General Meeting held in 2019 had passed resolutions for revision in remuneration including payment of remuneration in case of inadequacy of profits for the Executive Directors, However it did not contain the specified

information in the explanatory statements of the notice as required under Schedule V of the Act. In this regard, the Board of Directors at its meeting held on 28th May, 2021 approved the said waiver and the same has been placed before the shareholders for their approval.

The approval of the members is sought for passing the Special Resolutions as set out under item no. 4 & 5 of the Notice for remuneration paid to Mr. Lalit M Agarwal & Mr. Madan Gopal Agarwal as mentioned above.

None of the directors and key managerial personnel of the Company, except Mr. Lalit M Agarwal & Mr. Madan Gopal Agarwal and their relatives are concerned or interested, financial or otherwise, in the resolutions set out at Item no. 4 & 5 of the Notice.

The Board recommends approval of the resolutions set out in Item no. 4 & 5 of the accompanying Notice as a Special Resolution.

Disclosure as per Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

I. GENERAL INFORMATION:

1. Nature of Industry

The Company is engaged in the business of Retail Sale via Stalls & Markets

2. Date or expected date of commencement of commercial production:

Not Applicable

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable as the Company is an existing Company.

4. Financial Performance based on given indicators:

Particulars	(₹ In Lakhs)
	F.Y. 2020-21
Total Income	109,650.04
Expenditure other than Interest and Depreciation	94,424.85
Profit before Interest, Depreciation and Tax	15,225.19
Interest (Net)	5,894.53
Profit before Depreciation and Tax	9,330.66
Depreciation	10,297.14
Profit before Tax and Exceptional Items	(966.48)
Provision for Current Tax	569.42
Provision for Deferred Tax	(915.60)
Net Profit	(620.30)

5. Foreign investments and collaboration, if any:

The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year

II. INFORMATION ABOUT THE APPOINTEES:

1. Background Details:

- Mr. Lalit M Agarwal:** Mr. Lalit M Agarwal is the Chairman and Managing Director on the Board of our Company and is a founder of our Company. He is responsible for the development of our leadership team, the enhancement of shareholders' value and ensuring corporate governance in our Company. Additionally, he is responsible for the expansion of our Company to newer regions. He holds a diploma in financial management from the Narsee Monjee Institute of Management Studies.
- Mr. Madan Gopal Agarwal:** Madan Gopal Agarwal is a Whole-Time Director on the Board of our Company and has been a Director of our Company since its incorporation. He handles strategic initiatives in merchandising for our Company, particularly in the footwear and strategy divisions. He has more than four decades of entrepreneurial experience in the fashion retail industry. He is a mentor and a guiding force for the Company.

2. Past remuneration:

- Mr. Lalit M Agarwal:** During the Financial Year ended 31st March, 2020, ₹ 249.65 Lakhs and during the Financial Year ended 31st March, 2019, ₹ 223.6 Lakhs was paid as remuneration to Mr. Lalit M Agarwal.
- Mr. Madan Gopal Agarwal:** During the Financial Year ended 31st March, 2020, ₹ 55.81 Lakhs and during the Financial Year ended 31st March, 2019, ₹ 62.8 Lakhs was paid as remuneration to Mr. Madan Gopal Agarwal.

3. Recognition and Awards:

- Mr. Lalit M Agarwal:** Mr. Lalit Agarwal holds the position of the Chairman of Retailers Association of India (RAI) as well as Chairman of Confederation of Indian Industry (CII)- Retail & FMCG for the Northern Region.
- Mr. Madan Gopal Agarwal:** N.A.

4. Job profile Suitability:

- Mr. Lalit M Agarwal:** He is the Managing Director of the Company.
- Mr. Madan Gopal Agarwal:** He is the Whole Time Director of the Company.

5. Remuneration proposed:

There is no change in the terms of appointment and remuneration of the above mentioned Managerial Personnel as was approved by the Members of the Company at their 17th Annual General Meeting held on 02nd August, 2019.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the responsibility shouldered by them, remuneration paid to them was commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Mr. Lalit and Mr. Madan Agarwal are the promoters of the Company. Mr. Lalit is son of Mr. Madan Agarwal.

III. OTHER INFORMATION:

<p>1. Reasons of loss or inadequate profits:</p>	<p>Due to the unforeseen adverse impact of Covid-19 pandemic and resultant restrictions on operations, conservative consumer sentiments and reduced footfalls, the Company witnessed a dip in the revenues and the profit after tax (PAT) of the Company during the Financial year 2020-21.</p>
<p>2. Steps taken or proposed to be taken for improvement:</p>	<p>The Company continues to embark on its cautious growth journey by opening new stores, optimising costs and inventory levels, scaling-up omnichannel initiatives and embracing digital transformation to generate business advantages and improve the profitability of the Company.</p>
<p>3. Expected increase in productivity and profits in measurable terms:</p>	<p>Despite the second wave of the COVID-19 and lockdown restrictions in Q1 of FY 2020-21 the Company remains positive in its approach and expects to nearly achieve the Pre-Covid level revenues, provided that there is no major impact on operations due to resurgence of the pandemic.</p>

ITEM NO. 6

With the changes in the Corporate Governance norms, the role of the Non-Executive Directors including Independent Directors 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 pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements), 2015 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, 2021. The provision to pay commission to Non-Executive Directors has been in place since 1st April, 2015 and is being reinstated.

The approval of Members is sought for payment of commission, if any, to the Non-Executive Directors. The Board, therefore, recommends the Ordinary Resolution set out at item no. 6 of the accompanying Notice for the approval of Members.

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

ITEM NO. 7

With the recent changes in the Schedule V of the Act through Notification dated March 18, 2021, the Ministry has allowed payment of remuneration to Directors other than the Managerial Persons, being Non-Executive Directors including Independent Director in case of no profits or if the profits of the Company are inadequate.

Therefore, the Members are requested to grant their approval for remuneration to be paid to the said Non- Executive, Independent Directors as may be decided by the Board in case of no profits or inadequate profits during the next three Financial Year w.e.f. 1st April, 2021, subject to overall limit imposed under Schedule V of the Companies Act, 2013.

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

1. Nature of Industry

The Company is engaged in the business of Retail Sale via Stalls & Markets

2. Date or expected date of commencement of commercial production:

Not Applicable

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable as the Company is an existing Company.

4. Financial Performance based on given indicators:

Particulars	(₹ In Lakhs)
	F.Y. 2020-21
Total Income	109,650.04
Expenditure other than Interest and Depreciation	94,424.85
Profit before Interest, Depreciation and Tax	15,225.19
Interest (Net)	5,894.53
Profit before Depreciation and Tax	9,330.66
Depreciation	10,297.14
Profit before Tax and Exceptional Items	(966.48)
Provision for Current Tax	569.42
Provision for Deferred Tax	(915.60)
Net Profit	(620.30)

5. Foreign investments and collaboration, if any:

The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.

II. INFORMATION ABOUT THE APPOINTEES:

1. Background Details:

(a) **Mr. Aakash Moondhra:** Mr. Moondhra is 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 as 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.

(b) **Mr. Murli Ramachandran:** Mr. Murli Ramachandran is a Management Consultant and Executive & Business

Coach, specialising in transformation & strategy, performance improvement, leadership development and change management. He has over 35 years of rich and varied experience at leadership levels in various companies including RPG Group, TVS Capital Funds, Sanmar, Accenture and KPMG. Mr. Murli is also a Director on the Board of Junior Achievement (JA) India and a nominee Director of IFC on the Board of Lithium Urban Technologies Pvt Ltd. He holds a BE (Hons) degree in Mechanical Engineering and an MMS from BITS, Pilani. He also has an MS in Industrial Engineering from Columbia University, New York.

(c) **Ms. Sonal Mattoo:** Ms. Sonal Mattoo is a lawyer with 20+ years of experience, specialises in preventing workplace harassment, diversity issues, mediations and negotiation. She is also the founder Director of Helping Hands, an NGO that helps implement policies against sexual harassment, and other forms of harassment and discrimination at the workplace, besides carrying out training and investigation on related complaints. She is also the founder partner of Mantran Consultants, a firm specialising in CSR, Counselling and implementing, diverse policies. She holds a B.A., LL.B. (Hons) degree from the prestigious National Law School of India University, Bangalore. Ms. Sonal also serves as an Independent Director on the board of Ashiana Housing Limited and Poly Medicure Limited.

(d) **Mr. Govind Shridhar Shrikhande:** Mr. Shrikhande is a veteran in the Textiles, Apparel and Retail industry. He is Textile Technology Graduate from VJTI & an MBA from Symbiosis Institute. In his last full-time 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 into the role of Chief Executive Officer role before being elevated as the MD. Prior to Shoppers Stop, he was associated with companies like Bombay Dyeing, Arvind, Mafatlal and Johnson & Johnson. He has the unique distinction of being part of the team that launched Arvind Denim and Arrow brands in India. He has won several awards including Retail Icon of India, Retail Professional of the Year etc.

He is also on the Boards of Donear Industries and Indian Retails & Hospitality Pvt Ltd. He works with Leading Private Equity Companies Multiples, Sauce, Kalari Capital etc. He is on the Governing Body of Symbiosis University of Applied Sciences, Indore & Symbiosis Skills & Professional University, Pune.

2. Past remuneration:

- (a) **Mr. Aakash Moondhra:** During the Financial Year ended 31st March, 2020, ₹ 12.62 Lakhs and F.Y ended 31st March, 2019 ₹ 18 Lakhs was paid as remuneration to Mr. Aakash Moondhra.
- (b) **Mr. Murli Ramachandran:** During the Financial Year ended 31st March, 2020, ₹ 10.13 Lakhs and F.Y ended 31st March, 2019 ₹ 14.4 Lakhs was paid as remuneration to Mr. Murli Ramachandran.
- (c) **Ms. Sonal Mattoo:** During the Financial Year ended 31st March, 2020, ₹ 9.77 Lakhs and F.Y ended 31st March, 2019 ₹ 14.1 Lakhs was paid as remuneration to Ms. Sonal Mattoo
- (d) **Mr. Govind Shridhar Shrikhande:** During the Financial Year ended 31st March, 2020, ₹ 9.82 Lakhs and F.Y ended 31st March, 2019 ₹ 6 Lakhs was paid as remuneration to Mr. Govind Shridhar Shrikhande.

3. Recognition and Awards:

- (a) Mr. Aakash Moondhra: N.A.
- (b) Mr. Murli Ramachandran: N.A.
- (c) Ms. Sonal Mattoo: N.A.
- (d) Mr. Govind Shridhar Shrikhande: N.A.

4. Job profile Suitability:

- (a) **Mr. Aakash Moondhra:** Mr. Aakash is an Independent Director on the Board of the Company. He provides strategic guidance to our Company for growth and expansion into new markets, risk management, investor relations and project management. He also advises our Company on digital technology, customer relationship management and analytics
- (b) **Mr. Murli Ramachandran:** Mr. Murli is an Independent Director on the Board of the Company. He provides expertise to our Company on business strategy, leadership and talent development, and performance management and improvement.
- (c) **Ms. Sonal Mattoo:** Ms. Sonal is an Independent Director on the Board of our Company. She assists our Company with several corporate social responsibility initiatives, and guides our Company in promoting gender diversity and inclusion by developing women-oriented management concepts.
- (d) **Mr. Govind Shridhar Shrikhande:** Mr. Govind is an Independent Director on the Board of our Company. He advises our Company with increasing shareholder value, strategic planning, corporate governance and sustainability.

5. Remuneration proposed:

The approval of the Members is being sought to pay the remuneration to these directors in accordance with Schedule V of the Act, in case there is no or inadequate profits.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

No, remuneration has been paid by the Company. However, Considering the responsibility shouldered by them, remuneration payable to them will be commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

None, except in the capacity of Independent Director.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:	Due to the unforeseen adverse impact of Covid-19 pandemic and resultant restrictions on operations, conservative consumer sentiments and reduced footfalls, the Company witnessed a dip in the revenues and the profit after tax (PAT) of the Company during the Financial year 2020-21.
2. Steps taken or proposed to be taken for improvement:	The Company continues to embark on its cautious growth journey by opening new stores, optimising costs and inventory levels, scaling-up omnichannel initiatives and embracing digital transformation to generate business advantages and improve the profitability of the Company.
3. Expected increase in productivity and profits in measurable terms:	Despite the second wave of the COVID-19 and lockdown restrictions in Q1 of FY 2020-21 the Company remains positive in its approach and expects to nearly achieve the Pre-Covid level revenues, provided that there is no major impact on operations due to resurgence of the pandemic.

None of the other Directors except the interested directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board of Directors recommend the Ordinary Resolution set forth in Item No. 7 for approval of the Members.

ITEM NO. 8

The Company had introduced the V-Mart Retail Ltd. Employee Stock Option Plan 2020 (“ESOP Scheme, 2020”), with effect from September, 2020. The objective of the Scheme was to unify the interests of the company personnel and shareholders in such manner that the employee would be motivated to take decisions in the interest of the shareholders (to integrate the personnel into the cadre of the company) and to provide the employees with productivity and performance related incentives, thus raising the level of his capabilities and skills.

The Nomination and Remuneration Committee and the Board of directors in its Meeting held on 21st July, 2021, has

recommended to increase the total number of Stock Options under ESOP Scheme 2020 of the Company from existing 2,00,000 (Two lakh) Options to 5,00,000 (Five lakh) Options. The modifications do not specifically benefit any of the option holders but are being carried out to increase inclusion of more number of employees in the future. The Board of Directors of the Company are of the view that the amendments to the Scheme are not prejudicial to the interests of the option holders.

A copy of the existing Scheme, would also be available for inspection, by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday). The approval of the Members on Item No. 8 is being sought by way of a Special Resolution for the amendment of the existing Scheme. The Directors (excluding Independent Directors) or Key Managerial Persons of the Company and their relatives may be deemed to be concerned or interested in the Resolution to the extent of the employee stock options granted / may be granted to them.

The salient features of ESOP Scheme, 2020 as per the SEBI (SBEB) Regulations are as under:

Sr. No.	Particulars	ESOP Scheme 2020
1	Brief Description of Scheme	The objective of (“ESOP Scheme, 2020”) is to redesign the long term incentive tool to attract, retain and motivate talented employees in line with the industry practices, align employee’s interest with that of the shareholders, provide wealth creation opportunities to critical employees, reward employee performance with ownership.
2	The total number of options, shares or benefits, as the case may be, to be granted	The amount of the total Options available for grant under the Plan shall not, at any time, exceed 500,000 (Five Lakh) Options, exercisable into shares.
3	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	<ul style="list-style-type: none"> a) a permanent employee of the Company who has been working in India or outside India; or b) a director of the Company, whether whole time director or not but excluding an independent director; c) but does not include- <ul style="list-style-type: none"> 1. an employee who is a promoter or a person belonging to the promoter group; or 2. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company; <p>The Nomination & Remuneration Committee will determine the specific employees or class of employees who will be eligible for award of stock options based on the performance criteria and such other criteria as may be decided.</p>

Sr. No.	Particulars	ESOP Scheme 2020
4	Requirements of vesting and period of vesting	<p>a) The options will vest, subject to continued employment with the company or any of its subsidiaries, if any, and achievement of performance criteria as specified by the Nomination & Remuneration Committee.</p> <p>b) The vesting period for the grant shall be decided by the Nomination & Remuneration Committee. The minimum vesting period will be 1(one) year from the date of grant. The vesting of the options shall take place over a maximum of 8 (eight) years from the date of grant or such other period as may be determined by the Nomination and Remuneration Committee from time to time.</p> <p>c) The organisation may decide to impose individual and organisational performance vesting criteria or any other vesting criteria as it may see fit, from time to time.</p> <p>The options may be vested in the proportion of 10:20:30:40 of benefit value, over 4 years, subject to individual and organizational performance achievement. The Nomination and Remuneration Committee may decide to alter the said proportion or the methodology of grant from time to time, within the framework of the ESOP Policy and subject to compliance with the provisions of the SEBI (Share Based Employee Benefits) Regulation, 2014, as amended from time to time.</p> <p>The vesting will be subject to the employees continued employment with the Company.</p> <p>The prescribed eligibility criteria for ascertaining the eligibility criteria shall inter alia include performance-linked parameters such as achievement of long term revenue-linked objectives of the company or business zone or division or any specified work area along with qualifying of individual performance parameters of the employee within the specified period, as decided by the Nomination and Remuneration Committee.</p>
5	Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested	<p>a) The vesting of the options shall take place over a maximum of 8 (eight) years from the date of grant or such other period as may be determined by the Nomination and Remuneration Committee from time to time.</p> <p>b) The Nomination & Remuneration Committee at the time of grant may specify certain criteria linked to the individual and organisational performance or any other criteria as it may deem fit, the fulfilment of which might be a requisite for the options to vest. The minimum vesting period will be 1 (One) year from the date of grant.</p> <p>c) The specific Vesting schedule subject to which Vesting would take place would be outlined in the Grant letters to the Option Grantee at the time of Grant of Options.</p>
6	Exercise price, purchase price or pricing formula	<p>The Exercise Price shall be decided by the Nomination & Remuneration Committee subject to compliance with the provisions of the SEBI (Share Based Employee Benefits) Regulation, 2014, in the Committee's meeting on the date of Grant.</p> <p>The Nomination and Remuneration Committee may grant the shares at a discount of up to 50% of the market price. The Nomination and Remuneration Committee, at its discretion, may also amend the procedures to ascertain the, grant period, grant price and the eligibility criteria under the ESOP policy, as may be prescribed, to align the policy as per the operating & business requirements and to safeguard the interest of the stakeholders.</p>

Sr. No.	Particulars	ESOP Scheme 2020
7	Exercise period and process of exercise.	<p>a) The Exercise period shall commence from the date of vesting of Options.</p> <p>b) The Exercise period shall be decided by the Nomination & Remuneration Committee subject to a maximum period of 8 (Eight) years from the date of Grant.</p> <p>Process of Exercise:</p> <p>i) The Grantee may Exercise the Options by submitting Exercise Application to the Company accompanied with the:</p> <ul style="list-style-type: none"> • Payment of an amount equivalent to the Option Exercise Price • Such other documentation as the Nomination and Remuneration may specify <p>ii) The Exercise Application shall be in such form as may be prescribed in this regard by the Nomination and Remuneration Committee and the Nomination and Remuneration Committee may determine the procedure for such Exercise from time to time.</p>
8	The appraisal process for determining the eligibility of employees for the scheme(s).	The appraisal process for determining the eligibility of the employees will be in accordance with the Plan and as may be determined by the Nomination and Remuneration Committee, at its discretion, based on the parameters which may include identification of key resources based on factors such as performance, tenure, level, and role etc.
9	Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate	<p>a) The Committee may from time to time make Grants to one or more Employees, determined by it to be eligible for participation in the Plan in accordance with the provisions of the Plan.</p> <p>b) The amount of the total Options available for grant under the Plan shall not, at any time, exceed 500,000 (five lakh) Options, exercisable into shares.</p> <p>c) The maximum number of employee options that can be granted to any eligible single employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of grant unless otherwise approved by the shareholders.</p>
10	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15.	The Company shall comply with the disclosure and the accounting policies prescribed by concerned Authorities.
11	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	ESOP Scheme, 2020 shall be administered by the Company and not through a trust.
12	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.	The scheme only involves new issue of shares by the Company.
13	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilisation, repayment terms, etc.	This is not applicable under the present scheme.
14	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	This is not applicable under the present scheme.

Sr. No.	Particulars	ESOP Scheme 2020
15	The method which the company shall use to value its options	Fair value will be determined and approved by the Nomination and Remuneration Committee in accordance with SEBI Regulations.
16	Lock-in	NIL
17	Statement with regard to Disclosure in Director's Report	As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

By Order of the Board
For V-Mart Retail Ltd.

Megha Tandon
Company Secretary
M. No. F10732

Place: Gurugram
Date: 21st July, 2021

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

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

Sr. no	Particulars	Mr. Lalit M Agarwal
1	DIN	00900900
2	Age	51
3	Qualification	Bachelor's Degree in Commerce from Bombay University and a Diploma in Finance from Narsee Monjee Institute of Management Studies, Mumbai
4	Experience	He has more than 20 years of rich experience in retail industry
5	Term and condition of appointment	As per the resolution
6	Details of remuneration to be paid	As per the resolution
7	Remuneration last drawn (during FY 2020-21)	₹ 154.04 lakhs
8	Date of appointment at Board	21/05/2012
9	Shareholding in the company as on 31 st March, 2021	Nil*
10	Relationship with other Directors/KMP/Managers	Son of Mr. Madan Gopal Agarwal, Whole-time Director of the Company
11	No. of Board Meeting attended during the year (2020-21)	6
12	Other Directorship	Conquest Business Services Private Limited
13	Membership /chairmanship of committee of other Board	Nil

* Includes only in an individual capacity.