



Ref No: CS/S/L-878/2024-25

12th June, 2025

| | |
|---|--|
| To: The Listing Department NATIONAL STOCK EXCHANGE OF INDIA LIMITED "Exchange Plaza" Bandra-Kurla Complex, Bandra (E), Mumbai-400 051 Scrip Code: VMART Fax: 022-26598120 Email: cmlist@nse.co.in | To: The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip code: 534976 Fax: 022-22723121 Email: corp.relations@bseindia.com |
|---|--|

Sub: Voting Results of Postal Ballot along with Scrutinizer's Report

Dear Sir/Madam,

In terms of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Listing Regulations, as amended from time to time, the approval of the shareholders of the Company has been sought by way of postal ballot for the resolutions as set out in the Postal Ballot Notice dated May 8, 2025 (Postal Ballot") through remote e-voting.

The remote e-voting for the postal ballot commenced on May 14, 2025 (09:00 A.M.), and the last date for casting votes was June 12, 2025 (05:00 P.M.).

In this regard, please find enclosed herewith:

- Scrutinizer's Report dated June 12, 2025, on Postal Ballot through e-voting issued by the scrutinizer as "Annexure – A"; and
- Voting Results in the prescribed format as "Annexure – B".

Pursuant to the aforesaid results, the resolutions as set out in the Postal Ballot Notice, was approved with the requisite majority on June 12, 2025 (last date of remote e-voting).

The aforesaid information can also be accessed from the website of the Company at <https://www.vmart.co.in/>.

We request you to kindly take the same on record.

Thanking You,

For V-Mart Retail Limited

Megha Tandon

Company Secretary and Compliance Officer

Encl: As above

V-MART RETAIL LTD.

CIN- L51909DL2002PLC163727

Corporate Office : Plot No. 862, Udyog Vihar, Industrial Area Phase V, Gurgaon - 122 016 (Haryana)
Tel. : 0124-4640030, Fax No. : 0124-4640046 Email : info@vmart.co.in Website : www.vmart.co.in
Registered Office : 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi - 110092



SCRUTINIZER'S REPORT

To
The Chairman,
V-MART RETAIL LIMITED
CIN: L51909DL2002PLC163727
Registered Office: 610-611, Guru Ram Dass Nagar,
Main Market, Opp. Sbi Bank, Laxmi Nagar,
East Delhi, New Delhi, Delhi, India, 110092

SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS

CONDUCTED THROUGH REMOTE E-VOTING

Dear Sir,

I, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole time practice (Holding Membership No:F5327) was appointed as Scrutinizer by the Board of Directors of **V-MART RETAIL LIMITED** ("the Company") for scrutinizing the postal ballot process which was conducted through electronic means only, in respect of the Resolutions contained in the Notice dated May 08, 2025 in a fair and transparent manner and for ascertaining the requisite majority for the Resolutions proposed to be passed with respect to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with the General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021; General Circular no. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022; General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India read with other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).



Principle office:

D-38, LGF (L/S), South Extension, Part-II
New Delhi - 110049, India
+91 11 49121644, 49121645
pcs@vkcindia.com, www.vkcindia.com

SERVICE PROVIDER

The Company has availed the services of **KFIN TECHNOLOGIES LIMITED (“KFinTech”)** for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system on special business sought to be transacted through Postal Ballot.

MANAGEMENT’S RESPONSIBILITY

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars or any other provisions, as applicable for conducting postal ballot of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

SCRUTINIZER’S RESPONSIBILITY

My responsibility as Scrutinizer is restricted to make Scrutinizer’s Report of the votes cast “For” or “Against” the Resolutions stated in the Notice of Postal Ballot, based on the report generated from the e-voting system provided by the **KFinTech**.

CUT OFF DATE

The Members of the Company holding equity shares either in physical form or in dematerialized form, as on the “cut-off date” i.e. Friday, May 09, 2025 were entitled to cast their votes electronically through remote e-voting on the Resolutions as set out in the Notice of Postal Ballot dated May 08, 2025.

REMOTE E-VOTING PROCESS

The remote e-voting period commenced from **Wednesday, May 14, 2025 at 09:00 a.m. (IST)** and ended on **Thursday, June 12, 2025 at 5:00 p.m. (IST)** on the designated website <https://evoting.kfintech.com> of **KFinTech**.

NOTICE IN ELECTRONIC MODE

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice to its Members/Beneficiaries whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, May 09, 2025 and whose e-mail IDs were registered with the Company/RTA or Depositories/Depository Participant through electronic means only and has not dispatched physical copies of Postal Ballot notices, Postal Ballot Forms etc. to any member. Therefore, neither the Company nor I have received any Postal Ballot(s).



NEWSPAPER ADVERTISEMENT

Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, the Company on Wednesday, May 14, 2025, had published the public notice by way of an advertisement in “Business Standard” (in English and in Hindi), newspapers having wide circulations. Further, through the same Public notice, the Company had also requested the members to register their e-mail id with the RTA or Depositories Participant(s).

E-VOTING

1. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer’s secured link provided by KFinTech through its designated website.
2. After completion of e voting, votes casted by the members, were unblocked in the presence of two witnesses, Parul & Kajal who are not in the employment of the Company.
3. The remote e-voting report downloaded from the website of KFinTech have been kept separately for the purpose of postal ballot.
4. Votes cast by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with us.
5. After ascertaining the votes cast by remote e-voting, I hereby submit the result as under:

ORDINARY RESOLUTIONS

Resolution No. 1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|---------------------------------|-------------------|--------------|-----------------|--------------|---------|---------------|--------------|--------|
| | No. of Voters | No. of Votes | No. of Voters | No. of Votes | % | No. of Voters | No. of Votes | % |
| Postal Ballot (Remote e-voting) | *272 | *17920910 | 266 | 17917640 | 99.9818 | 9 | 3260 | 0.0182 |

*Out of the total shareholders, four (4) shareholders exercised their voting rights—some in favour and some against the resolution.

One (1) shareholder, holding ten (10) votes, abstained from voting



Resolution No. 2: Issue of Bonus Shares

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|------------------------------------|-------------------|--------------|-----------------|--------------|---------|---------------|--------------|--------|
| | No. of Voters | No. of Votes | No. of Voters | No. of Votes | % | No. of Voters | No. of Votes | % |
| Postal Ballot (Remote e-voting) | *272 | *17920910 | 255 | 17654668 | 98.5144 | 19 | 266232 | 1.4856 |

*Out of the total shareholders, Three (3) shareholders exercised their voting rights—some in favour and some against the resolution.

One (1) shareholder, holding ten (10) votes, abstained from voting

HANDOVER OF THE RELATED DOCUMENTS

The Electronic data and other relevant documents/registers/papers and records are under my safe custody and will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.

ANNOUNCEMENT OF RESULTS

Based on the above remote e-voting, I confirm that the Resolutions has been approved with the requisite majority, accordingly I request to the Chairman/ or other person authorized by him, to announce the voting result of Postal Ballot.

RESTRICTION OF USE

This report has been issued at the request of the Company for submission to stock exchange(s), and placing on the website of the Company and KFinTech. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You
Yours Faithfully,



CS Vineet K Chaudhary
Scrutinizer

Membership No: - F5327

C.P. No: - 4548

Managing Partner

VKC & Associates | Company Secretaries

ICSI Unique Code: P2018DE077000

Peer Review Certificate No. : 6406/2025

UDIN: F005327G000589779



Date: 12.06.2025

Place: New Delhi

Counter signed by ~~Chairman~~/Authorized Person

Annexure-B

| | |
|---|-----------------------|
| Company Name | V-MART RETAIL LIMITED |
| Date of the AGM/EGM | |
| Total number of shareholders on record date | 19424 |
| No. of shareholders present in the meeting either in person or | |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |

| Resolution required: (Ordinary/ Special) | ORDINARY - Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 8767948 | 8767948 | 100.0000 | 8767948 | 0 | 100.0000 | 0.0000 |
| | Poll | 8767948 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 8767948 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 9983958 | 8983670 | 89.9810 | 8980488 | 3182 | 99.9645 | 0.0354 |
| | Poll | 9983958 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 9983958 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 1091545 | 169282 | 15.5085 | 169204 | 78 | 99.9539 | 0.0460 |
| | Poll | 1091545 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 1091545 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 19843451 | 17920900 | 90.3114 | 17917640 | 3260 | 99.9818 | 0.0182 |

| | | | | | | | | |
|---|----------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Issue of Bonus Shares | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 8767948 | 8767948 | 100.0000 | 8767948 | 0 | 100.0000 | 0.0000 |
| | Poll | 8767948 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 8767948 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 9983958 | 8983670 | 89.9810 | 8717516 | 266154 | 97.0373 | 2.9626 |
| | Poll | 9983958 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 9983958 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 1091545 | 169282 | 15.5085 | 169204 | 78 | 99.9539 | 0.0460 |
| | Poll | 1091545 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 1091545 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 19843451 | 17920900 | 90.3114 | 17654668 | 266232 | 98.5144 | 1.4856 |