



Ref. No. CS/S/L-977/2026-27

2nd July, 2026

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 THE BSE LTD Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 534976 Fax: 022-22723121 Email: corp.relations@bseindia.com
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Sub: Notice of the AGM for the Financial Year 2025-26

Dear Sir/Madam,

Pursuant to Regulation 30 & 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Notice of the 24th Annual General Meeting of the Company as per the details given below:

1.	Date/Time	Thursday, July 30, 2026 at 11:00 A.M. (IST)
2.	Mode	Through Video Conferencing ("VC")/ Other Audio Visual Means (OAVM)
3.	Cut-off Date for Remote E-Voting	Wednesday, July 22, 2026
4.	Remote E-Voting	9:00 A.M. (IST) on Sunday, July 26, 2026 up to 5:00 P.M. (IST) on Wednesday, July 29, 2026 (both days inclusive)

The same will be made available on the Company's website at www.vmart.co.in.

We request you to kindly take the above information on record.

Thanking you,

Your Truly
For V-Mart Retail Limited

Megha Tandon
Company Secretary & Compliance Officer

Encl: As above

V-MART RETAIL LTD.

CIN-L51909DL2002PLC163727

Corporate Office Address: Plot No. 90-D, Sector 18, Udyog Vihar, Gurugram - 122015 (Haryana)

Tel: 0124 4640 030 • 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



24th AGM Notice

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. 90-D, Sector 18, Udyog Vihar, Gurugram - 122015 (Haryana)

Tel. No.: 0124-4640030, Website: www.vmart.co.in, Email: cs@vmart.co.in

NOTICE OF 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Fourth (24th) Annual General Meeting (AGM) of the Members of **V-Mart Retail Limited** ("the Company") will be held on **Thursday, July 30, 2026 at 11:00 A.M. (IST)** through Video Conferencing/Other Audio-Visual Means to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 610-611, Guru Ram Dass Nagar, main Market, opp. SBI Bank, Laxmi Nagar, New Delhi -110092.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) read with the Articles of Association of the Company, Mr. Lalit Agarwal (DIN: 00900900), who retires by rotation at this ensuing Annual General Meeting of the Company, and being eligible, seeks re-appointment, be and is hereby re-appointed as an Executive Director of the Company, liable to retire by rotation, on such remuneration as may be recommended by the Board of Directors from time to time which shall be within the maximum limits as approved by the shareholders of the Company."

ORDINARY BUSINESS:

To consider and, if thought fit, 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 March 31, 2026, along with the reports of the Auditors and the Board of Directors ("the Board") thereon.

"RESOLVED THAT the Company's audited financial statements for the financial year ended March 31, 2026, together with the reports of the Board of Directors ("the Board") and Auditors thereon be and are hereby received, approved, and adopted."

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

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

Item No. 3: Declaration of the Final Dividend on equity shares for the Financial Year ended March 31, 2026

To consider, approve and declare dividend at the rate of ₹ 1 (Rupees One) per Equity Share for the financial year 2025-26.

"RESOLVED THAT approval be and is hereby accorded for declaration and payment of final dividend of ₹ 1 (Rupees One) per equity share of the face value of ₹ 10 (Rupee Ten) each fully paid up, of the Company, as recommended by the Board of Directors for the financial year ended March 31, 2026."

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

Sd/-
Megha Tandon

Company Secretary
M. No.: F10732

Place: Gurugram
Date: May 07, 2026



Notice

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 03/2025 dated September 22, 2025, General Circular No. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 02/2022 dated May 5, 2022, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, has 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. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). SEBI also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (‘SEBI Circular’), Considering the pandemic situation and in accordance with the provisions of the Companies Act, 2013 (“Act”), Listing Regulations and MCA Circulars, the 24th AGM of the Company is being held through VC / OAVM. The deemed venue for the 24th AGM shall be the Registered Office of the Company for a term up to the conclusion of 24th Annual General Meeting of the Company in the calendar year 2026.
2. The Company has engaged the services of M/s National Securities Depository Limited (NSDL) for providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
3. In terms of Section 152 of the Companies Act, 2013, Mr. Lalit 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. A brief profile of Mr. Lalit Agarwal is annexed to this notice as **Annexure - A**.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held in compliance with the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Institutional/ Corporate members (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are encouraged to attend and vote at the meeting through VC/OAVM. We also request them to send a duly certified copy of the Board Resolution/ authorisation letter/ power of attorney etc. 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@nsdl.co.in pursuant to Section 113 of the Companies Act, 2013. Institutional shareholders/Corporate shareholders can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under the “e-voting” tab in their login.

Process for dispatch of the Integrated Annual Report and registration of email address for obtaining a copy of the same

7. In compliance with the Circulars, Notice of the AGM along with the Integrated Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar & Share Transfer Agent (“RTA”) & Depository Participant (“DPs”). Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Integrated Annual Report for the financial year 2025-26 will be sent to those shareholders who have not registered their email address.

Members may note that the Notice of the AGM and the Integrated Annual Report for the financial year 2025-26 will also be available on:

- a. the Company’s website at www.vmart.co.in
 - b. websites of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com; and
 - c. the website of NSDL at www.evoting.nsdl.com
8. If your KYC details or email address is not registered/ updated with the DPs (for shares held in demat form)/ Company or RTA (for shares held in physical form), you may register the same to receive the Notice of the AGM along with the Integrated Annual Report by completing the process as under:
 - i. Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence,

Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1.

- a. if e-mail address is registered - by sending an e-mail at cs@vmart.co.in from their registered e-mail address followed by mandatorily sending the physical copy of the same through post at the Registered Office/ Corporate Office of the Company or directly sending the Form ISR-1 along with the supporting documents to the Registrar and Share Transfer Agents, KFIN Technologies Limited (RTA); and
- b. if e-mail address is not registered - by sending the physical copy of the same through post at the Registered Office/ Corporate Office of the Company or directly to the RTA or emailing the same on cs@vmart.co.in/ einward.ris@kfintech.com.

- II Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s). The Company or its RTA i.e. KFin Technologies 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.

9. Members seeking any information with regards to any matter to be placed at the AGM, are requested to write to the Company at cs@vmart.co.in.

Procedure for joining the AGM through VC/OAVM

10. Members may note that the VC/OAVM facility allows participation of at least 1,000 members on a first-come-first-served basis and shall open 30 minutes before the time scheduled for the AGM.
11. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned at note no. 18(f). After successful login, members can click on the link ‘VC/OAVM link’ placed under the ‘Join Meeting’ tab against the Company name. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the Company will be displayed.
12. 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 this Notice.
13. Members who need assistance before and during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.com or call at no.: (022) 4886 7000.

Procedure to raise questions/seek clarifications with respect to the Integrated Annual Report at the ensuing AGM of the Company

14. Members are encouraged to express their views/send their queries in advance mentioning their name, DP ID and Client ID/folio no., email address, and mobile no. at cs@vmart.co.in.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by sending request from their registered email address mentioning name, DP ID and Client ID/folio no., PAN and mobile no. at cs@vmart.co.in from Sunday, July 26, 2026 (9:00 AM IST) to Tuesday, July 28, 2026 (5:00 PM IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.
16. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
17. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

Procedure for remote e-Voting and e-Voting during the AGM

18. Remote e-Voting and e-Voting during the AGM

- a. All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.
- b. 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 be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency.
- c. The Company has fixed Wednesday July 22, 2026, 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 4 days commencing 9.00 a.m. (IST) on Sunday, July 26, 2026 up to 5.00 p.m. (IST) on Wednesday, July 29, 2026 (both days inclusive). The e-Voting module shall





- be disabled by NSDL for voting thereafter. A person who is not a member as of the cut-off date should treat this Notice for information purposes only.
- d. Members who are present in the meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through the e-voting system during the meeting.
- e. The members who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.
- f. The details of the process and manner for remote e-Voting are explained herein below:
Step 1: Access to the NSDL e-Voting system
Step 2: Cast your vote electronically and join the virtual meeting on the NSDL e-Voting system.



INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: Access to NSDL e-voting system

I. Login method for e-Voting and joining virtual meeting for individual members holding securities in demat mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/ MRD-PoD-2/P/CIR/2023/166 dated October 6, 2023), on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants ("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. Members are advised to update their mobile number and e-mail address in their demat account(s) in order to access e-Voting facility.

Login method for individual members holding securities in demat form is given below:

Type of Members	Login Methods
Individual members holding securities in demat form with NSDL.	<p>A. For OTP based login</p> <ul style="list-style-type: none"> a. You can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp b. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No. Verification code and generate OTP. c. Enter the OTP received on registered e-mail id/mobile number and click on login. d. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. e. Click on company name i.e. V-Mart Retail Limited or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>B. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ul style="list-style-type: none"> a. Visit the e-Services website of NSDL i.e. https://eservices.nsd.com either on a personal computer or on a mobile device. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. b. You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. c. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered, follow the below steps:</p> <p>Option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Please follow the steps given in Point II (a-c) above.</p>

Type of Members	Login Methods
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C. E-Voting website of NSDL

- a. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile device. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- b. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
- c. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

D. E-Voting mobile application of NSDL

Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience:

NSDL Mobile App is available on



Individual members holding securities in demat mode with CDSL

A. CDSL Easi/ Easiest facility

If you are already registered, follow the below steps:

- a. Login through your existing User ID and password. Option will be made available to reach e-Voting page without any further authentication.
- b. The URL for users to login to Easi/ Easiest is www.cdslindia.com and click on login icon & My Easi New (Token) tab, and then use their existing Easi/ Easiest username & password.
- c. After successful login of Easi/ Easiest the user will be also able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.

If you are not registered, follow the below steps:

Option to register is available at www.cdslindia.com and click on login & My Easi New (Token) tab and then click on registration option.

B. E-Voting website of CDSL

- a. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- b. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of Members	Login Methods
Individual members (holding securities in demat mode) login through their depository participants	<p>a. Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/ CDSL for e-Voting facility.</p> <p>b. Upon logging in, you will be able to see e-Voting option.</p> <p>c. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein you can see e-Voting feature.</p> <p>d. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' options available at abovementioned website.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL



Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com in or call at 022 - 4886 7000.
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

II. Login method for e-Voting and joining virtual meeting for individual members holding securities in demat mode and members holding securities in physical form

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile device.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login.

Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if and EVEN is 101456 and folio number is 001***, then user ID is 101456001***



- Password details for members other than individual members are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.
 - How to retrieve your "initial password"?
 - If your e-mail address is registered in your demat account or with the Company, your "initial password" is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your "initial password".
 - If your e-mail address is not registered, please follow steps mentioned below in process for those members whose e-mail addresses are not registered.

- If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - "Physical User Reset Password?" (If you are holding shares in physical form) option available on www.evoting.nsdl.com
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Now, you will have to click on "Login" button. e. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile no. from Depository.
- After you click on the "Login" button, Home page of e-Voting will open. f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Step 2: Cast your vote electronically and join the virtual meeting on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see all the companies "EVEN" (e-Voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status. g. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.
- Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting". **Process for those shareholders whose email addresses are not registered with the Depositories/Company for procuring User ID and Password for e-Voting for the resolutions set out in this Notice**
Shareholders/Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-Voting by providing below mentioned documents:
- Now you are ready for e-Voting as the Voting page opens. a. Members whose shares are held in physical mode, are requested to provide folio no., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), and Aadhaar (self-attested scanned copy of Aadhaar Card).
- Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which

- b. Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16 digit DP ID + Client ID for NSDL demat accounts or 16 digit Beneficiary ID for CDSL demat accounts), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card), and Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at note no. 18(f) 'Step 1: Access to NSDL e-Voting system'.

General Guidelines for Members

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- b. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- c. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 24th AGM by e-mail and holds shares as on the Cut-off Date, may obtain the User ID and password by sending a request to the Company's e-mail address at cs@vmart.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- d. 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 www.evoting.nsdl.com or send a request to Ms Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, at the designated e-mail address: evoting@nsdl.com or at telephone no.: 022 - 48867000 or will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's e-mail address cs@vmart.co.in
- e. The Company has appointed Mr. Harsh Oberoi, Practicing Company Secretary (C.P.No.17834), as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

- f. During the 24th AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 24th AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 24th AGM and announce start of the voting process through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 24th AGM.
- g. The Scrutinizer shall after the conclusion of e-Voting at the 24th AGM, first download the votes cast at the 24th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- h. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.vmart.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited.
- i. Only bonafide members of the Company, whose name appears first on the Register of Members/ List of Beneficial Owner, 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.
- j. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through remote e-voting/ e-voting during the AGM.
- k. The Company has notified closure of the Register of Members and share transfer books from Thursday, July 23, 2026 to Thursday, July 30, 2026 (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.
- l. 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 Limited
 301, The Centrium, 3rd Floor, 57,
 Lal Bahadur Shastri Road, Nav Pada, Kurla (West),
 Kurla, Mumbai, Maharashtra 400070
 Phone No.: 040-67162222/ +91 40-7961 1000
 Email: einward.ris@kfintech.com
 Website: www.kfintech.com

- m. 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 a communication which inter-alia would contain details about User ID and Password along with a copy of this Notice to the members, separately.
- n. Non-Resident Indian Members are requested to inform our RTA/ respective Depository Participants, immediately of any:
- Change in their residential status on return to India for permanent settlement.
 - 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.

19. Intimation of details of the agreement, if any under the Listing Regulations

Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

20. Documents open for inspection

- a. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be open for inspection at the Registered Office of the Company/ Electronic mode during normal business hours, i.e., 9:00 AM to 6:00 PM (IST) 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.
- b. 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 Directors are interested maintained under Section 189 of the Act and the Certificate from the Secretarial Auditor 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 and Sweat Equity) Regulations, 2021, will be available for inspection by the members during the AGM by following the steps mentioned at note no. 18(f) 'Step 1: Access to NSDL e-Voting system'. After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN of the Company.

21. Dividend related information

- a. The Board of Directors of the Company at their meeting held on May 7, 2026 have, inter alia, approved and recommended payment of final dividend of ₹ 1 (Rupees One) per equity share of the face value of ₹ 10 (Rupee Ten) each fully paid up for the financial year ended March 31, 2026 ('final dividend'), subject to the approval of shareholders at the ensuing AGM.
- b. Final dividend for the financial year ended March 31, 2026, if approved by the members at the ensuing AGM, will be paid on or after Tuesday, August 4, 2026, to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e., Friday, July 17, 2026.



- c. Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.
- d. Members holding shares in physical/demat form are required to submit their bank account details with RTA or their respective DP, as the case may be, if not already registered, as mandated by the SEBI.
- e. As per the SEBI Circulars, members holding shares in physical/demat form are required to update their KYC details with RTA or their respective DP, as the case may be.
- f. In case the Company's dividend banker is unable to process the final dividend to any Member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts/intimation letter to KYC non-compliant physical folios by post.

22. Tax Deducted at Source ("TDS") on dividend

In terms of the provisions of Income-tax Act, 2025 ("Act"), as amended by the Finance Act, 2026, dividend paid or distributed by a Company is taxable in the hands of the shareholders.

For the prescribed TDS rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company is required to deduct tax at source ("TDS") at the time of payment of dividend to resident shareholders @10% with valid Permanent Account Number ("PAN") or @20% without/ invalid / Inoperative PAN and for Non-Resident shareholders at the rates prescribed under the Act or Double Taxation Avoidance Agreement ("Tax Treaty"), if applicable. No TDS is required to be deducted by the Company, if the total dividend payable to a Resident Individual shareholder is up to ₹ 10,000/- in a Financial Year.

As per Central Board of Direct Taxes ("CBDT") Circular No. 11 of 2021 dated June 21, 2021, for determining TDS rate on dividend, the Company will be using functionality of the Income-Tax department to determine the applicability of Section 206AA of the Act. If the PAN is not as per the database of the Income-Tax Portal, it would be considered as invalid PAN and in absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.

Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the same at the link given here in i.e. <https://ris.kfintech.com/form15/> by July 15, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same at the link given here in i.e. <https://ris.kfintech.com/form15/>. The aforesaid declarations and documents need to be submitted by the shareholders by July 15, 2026.

The details of applicable tax rates, documents & forms to be submitted by the shareholders are elaborated in this [link](#).

As per section 262(6) of the Act, every person who has been allotted PAN and has Aadhaar, shall intimate his Aadhaar number to the income-tax authority (Link PAN with Aadhaar). If a person fails to intimate his Aadhaar number, the PAN allotted to that person shall be made Inoperative. In such situation, tax shall be deducted at higher rate as prescribed under the Act.

The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company, in accordance with the applicable provisions of the Act. Please be informed that the TDS rates stated herein are as per the existing Income Tax laws. These rates may be subject to change based on amendments, if any, in the forthcoming Budget.

The Company would be considering the category of shareholders as per the Register of Members and the Beneficiary position (Benpos) received from Company's Registrar to an Issue and Share Transfer Agent ("RTA") - KFin Technologies Limited ("KFin") for applying the tax deduction rates. You are requested to ensure that your PAN, tax residential status, mobile number, email, etc. is updated and your shareholding is reflected in the correct 'category' as applicable in your Demat account(s) maintained with the Depository Participant(s) for equity shares held in demat mode; or in case of equity shares held in physical form, with the Company/ RTA, on or before Wednesday, July 15, 2026. In order to get exemption, if applicable, from TDS on dividend payable to you, you are requested to download and submit the

forms or documents as requested in the link, by visiting the below link: <https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx> or by sending the forms by way of email to einward.ris@kfintech.com, on or before Wednesday, July 15, 2026.

NO DOCUMENTS WILL BE ACCEPTED AFTER WEDNESDAY, July 15, 2026

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also provide the Company with all information/ documents and co-operation in any appellate proceedings.

23. Investor Education and Protection Fund ("IEPF") related information

- a. Members are requested to note that as per Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') dividends that are unpaid or unclaimed for a period of 7 consecutive years from the date of their transfer to unpaid dividend account are required to be transferred by the Company to the IEPF, administered by the Central Government. Therefore, the amount of unclaimed dividend for the financial year ended March 31, 2018 is due for transfer to IEPF in September 2026. Members may approach the IEPF Authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Compliance Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.
- b. 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 the Demat Account of the 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 of the IEPF at 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.

24. Updation of PAN, KYC and nomination details

- a. SEBI vide Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (Contact Details, Bank Details, and Specimen Signature), and Nomination details.
- b. As per the provision of the said Circular, amended from time to time, all shareholders holding shares in physical form are mandated to update their PAN, address, mobile number, bank account details, and specimen signature with the RTA. In view of the same, it may be noted that any service request can be processed only after the folio is KYC compliant. In the case, wherein any one of the above details are not updated, such shareholders will be able to:
 - lodge any grievance or avail any service only after furnishing all necessary details required above; and
 - receive any payments including dividend in respect of such folios only electronically with effect from April 1, 2024, upon registering the required details.
- c. In terms of the SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, all investors are encouraged in their own interest, to provide choice of nomination by contacting the RTA, if shares are held in physical form or their respective Depository Participant(s), if shares are held in dematerialised form. Further, all new investors are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).
- d. The Company will be sending individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details.
- e. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.





25 Process for availing various investor service requests

Members are requested to refer SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 for common and simplified norms for processing any service requests before making an application to the Company/RTA. Please refer to the 'General Shareholder Information' section forming part of this Integrated Annual Report for further details.

By Order of the Board
For V-Mart Retail Limited

Place: Gurugram
Date: May 7, 2026

Sd/-
Megha Tandon
Company Secretary
M. No. F10732

ANNEXURE - A TO NOTICE

Profile of Mr. Lalit Agarwal

(pursuant to Regulation 36 of Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Lalit Agarwal
Director Identification Number	00900900
Date of Birth/ Age	15.01.1970 (56 years)
Nationality	Indian
Qualification(s)	Bachelor's Degree in Commerce from Bombay University, and Diploma in Financial Management from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai
Date of First Appointment on Board	24.07.2002
Shareholding in V-Mart Retail Limited	9,90,518 shares (1.25%)
Brief Profile, Experience and nature of expertise of the Director	He is a distinguished Indian retail entrepreneur with over 30 years of experience in the industry and is the Founder and Managing Director of V-Mart Retail Ltd. Holding a Commerce degree from Bombay University and a PG Diploma in Financial Management from NMIMS, Mumbai, he also pursued the Owner/ President Management Program at Harvard Business School. He is also actively involved in various leadership roles, including acting as the Chairman of the Retailers Association of India (RAI) for the Northern Region. He is also a Co-Founder & Trustee of Plaksha University and has been recognized for his outstanding leadership, winning the 'Retail Leader of the Year' Award in 2018 and receiving nominations from 'NITI Aayog' for the 'Champions of Change initiative.' His philanthropic efforts focus on transforming the socio-economic landscape and promoting skill development among underprivileged youth.
Terms and conditions of reappointment	To retire by rotation
Details of remuneration sought to be paid	As may be decided by the Nomination and Remuneration Committee of the Company which shall be within the limits approved by the Members.
Details of remuneration last drawn	Please refer Corporate Governance Report in the Integrated Annual Report of the Company
List of Directorships held in other companies	Conquest Business Services Private Limited
Memberships/Chairmanships of Committees of the Board	V-Mart Retail Limited <ul style="list-style-type: none"> Member of Stakeholders' Relationship Committee Member of Corporate Social Responsibility Committee Chairperson of Investment Committee

Name of the Director	Mr. Lalit Agarwal
Details of Board/ Committee Meetings attended by the Director(s) during the year	Please refer Corporate Governance Report in the Integrated Annual Report of the Company
Resignation from listed entities in the past three years	None
Inter-se relationship between the Board members	Mr. Madan Gopal Agarwal - Whole Time Director (Father of Mr. Lalit Agarwal)

Shareholder Information at a Glance

Date and time of AGM	Thursday, July 30, 2026 at 11:00 A.M (IST)
Cut-off date for e-voting	Wednesday, July 22, 2026
E-voting start date and time	Sunday, July 26, 2026 at 9:00 a.m. (IST)
E-voting end date and time	Wednesday, July 29, 2026 at 5:00 p.m. (IST)
Link for participation through VC/OAVM	www.evoting.nsdl.com
Speaker registration start date	Sunday, July 26, 2026 at 9:00 a.m. (IST)
Speaker registration end date	Tuesday, July 28, 2026 at 5:00 p.m. (IST)
Record date for payment of dividend for FY2025-26	Friday, July 17, 2026
Announcement of voting results	On or before Saturday, August 1, 2026
Dividend payment on or after	Tuesday, August 4, 2026

VIRTUAL GUIDE

E-voting

