

Date: 27.12.2022

To,

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 NSE Code - V2RETAIL	BSE Limited 25 th floor, PJ Tower, Dalal Street, Mumbai - 400001 BSE Code - 532867	V2 Retail Limited Khasra No. 928, Extended Lal Dora Abadi, Village Kapashera, Tehsil Vasant Vihar, New Delhi -110037
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Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s),

As due compliance of captioned regulation, the undersigned, being the Promoter/Promoter Group entity of the Company viz. V2 Retail Limited, hereby furnish, in the specified Form, the Disclosure post transfer of Shares of V2 Retail Limited being the Target Company (TC) pursuant to Scheme of Arrangement, involving the aforesaid three entities, which was duly approved by the Hon'ble National Company Law Tribunal, Kolkata Bench- I, Kolkata, vide its Order No. CP (CAA) No. 485/KB/2019 connected with CA (CAA) No. 133/KB/2019 dated 20th May, 2022.

There has been no change in the total Promoter Shareholding of the Company after the abovesaid transfer of Shares.

The above is for your information and records.

Thanking You,


Yours faithfully,

For **RICON COMMODITIES PVT. LTD.**


(Ram Chandra Agarwal)
Director

**Promoter / Promoter Group Entity / Acquirer
(Transferee)**

For **UNICON MARKETING PVT LTD &
SUNITA FASHION PRIVATE LIMITED**


(Ram Chandra Agarwal)
Director

**Promoter/Promoter Group Entity/
(Transferors)**

Encl: As above

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company	V2 RETAIL LIMITED		
Name(s) of the acquirer and Person Acting in Concert (PAC) with the acquirer	RICON COMMODITIES PVT. LTD.		
	The disclosure is pursuant to Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Kolkata Branch- I, Kolkata vide its Order No. CP (CAA) No. 485/KB/2019 connected with CA (CAA) No. 133/KB/2019 dated 20th May, 2022, involving RICON COMMODITIES PVT. LTD., UNICON MARKETING PVT LTD and SUNITA FASHION PRIVATE LIMITED, all three Promoters Group entities of V2 Retail Limited. As per the Order, the entire shareholding of UNICON MARKETING PVT. LTD. and SUNITA FASHION PRIVATE LIMITED shall be transferred to RICON COMMODITIES PVT. LTD.		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited 2. BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of : a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) e) Total (a+b+c+d)	Please refer to Annex- 1 Not Applicable		
Details of acquisition/sale a) Shares carrying voting rights acquired/sold b) VRs acquired /sold otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered / invoked/released by the	Please refer to Annex- 1 Not Applicable For RICON COMMODITIES PVT. LTD.		

Rajiv
Director


acquirer e) Total (a+b+c+/-d)	
After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition e) Total (a+b+c+d)	Please refer to Annex- 1 } Not Applicable
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off – Market Transfer pursuant to NCLT Order
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	26th December, 2022
Equity share capital / total voting capital of the TC before the said acquisition / sale	Please refer to Annex- 1
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Please refer to Annex- 1
Total diluted share/voting capital of the TC after the said acquisition	Please refer to Annex- 1

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.


(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer/ seller/ Authorized Signatory:

For **RICON COMMODITIES PVT. LTD.**


(Ram Chandra Agarwal)
Director

For **UNICON MARKETING PVT LTD &
SUNITA FASHION PRIVATE LIMITED**


(Ram Chandra Agarwal)
Director

**Promoter / Promoter Group Entity / Acquirer
(Transferee)**

**Promoter / Promoter Group Entity/
(Transferors)**

Date: 27th December, 2022

Place: New Delhi

Annex – 1

Shareholding Details of Promoters/Promoter Group of Target Company (TC) – V2 Retail Limited

S. No.	Shareholder's Name (TRANSFEROR)	PRE – Transaction Shareholding		CHANGE		POST – Transaction Shareholding	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
	<u>Individuals/HUF</u>						
1	Ram Chandra Agarwal	32,07,911	9.33	-	-	32,07,911	9.33
2	Uma Agarwal	3,44,000	1.00	-	-	3,44,000	1.00
3	Akash Agarwal	1,33,480	0.39	-	-	1,33,480	0.39
4	Ramchandra Agarwal (HUF)	1,55,000	0.45	-	-	1,55,000	0.45
	<u>Body Corporate</u>						
5	Ricon Commodities Pvt. Ltd.	71,70,000	20.85	56,92,710	16.55	1,28,62,710	37.40
6	Unicon Marketing Pvt. Ltd.	54,44,710	15.83	(54,44,710)	(15.83)	-	-
7	Sunita Fashion Private Limited	2,48,000	0.72	(2,48,000)	(0.72)	-	-
8	Vishal Waterworld Private Limited	10,84,134	3.15	-	-	10,84,134	3.15
9	V2 Conglomerate Limited	6,32,582	1.84	-	-	6,32,582	1.84
	Total	1,84,19,817	53.56	0	0	1,84,19,817	53.56

Agarwal
Director