



February 22, 2023

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 4000 51 NSE Code -V2RETAIL	BSE Limited, 25 th Floor, "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai – 400001 Script Code - 532867
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Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Dear Sir/Madam,

In terms of Regulation 30 of the Listing Regulations, we are enclosing herewith the Notice of Postal Ballot dated 10th February, 2023 for seeking approval of the members of the Company through e-voting for Appointment of Mr. Srinivas Anand Mannava (DIN: 09361339) as an Independent Director of the Company w.e.f. 10th February, 2023 for five years.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent only in electronic form to the Members of the Company whose email addresses are registered with their Depository Participants/the Company's Registrar and Transfer Agent and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, 17th February, 2023.

The Company has engaged the services of Link Intime India Private Limited ("Intime") to provide the remote e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, 17th February, 2023. The remote e-voting will commence from Saturday, 25th February, 2023 (09:00 a.m.) and will end on Sunday, 26th March, 2023 (05:00 p.m.).

The said Notice shall also be available on the Company's website i.e. at www.v2retail.com and on the website of Link Intime India Private Limited i.e. at <https://instavote.linkintime.co.in>.

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

Thanking you,

Yours truly,
For V2 Retail Limited
Sudhir
Kumar
Sudhir Kumar
Company Secretary & Compliance Officer

Digitally signed by
Sudhir Kumar
Date: 2023.02.22
13:17:57 +05'30'

Encl: as above



V2 RETAIL LIMITED

CIN - L74999DL2001PLC147724,

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi,
Village- Kapashera, Tehsil Vasant Vihar, New Delhi
South West Delhi – 110 037,

Phone: 011-41771850, **E-mail:** cs@v2retail.net.in,

Website: www.v2retail.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),
V2 Retail Limited

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 (the “Management rules”), read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with the General Circular No. 14/2020 dated April 8, 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 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot and e - voting. Communication of assent or dissent of the Members would take place only through the e-voting system, i.e. by casting votes electronically instead of submitting postal ballot forms.

In compliance with the aforesaid MCA Circulars, this postal ballot notice (“**Notice**”/ “**Postal Ballot Notice**”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) and the communication of assent / dissent of the Members on the resolution will only take place through the electronic voting system. If your e-mail address is not registered with the Company / Depository Participant(s) please follow the process provided in the notes to receive this Postal Ballot and login ID and password for e-voting.

An explanatory Statement pursuant to Section 102 and 110 of the Act and other applicable legal provisions of the Act pertaining to the said proposed Special Resolution setting out the material facts and the reasons thereof, are also appended hereto for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Board of Directors has appointed Mr. Sharwan Kumar Goel (Kumar Sarwan & Co.) Chartered Accountants, Faridabad (Firm Registration No.027892N) as the scrutinizer (the “Scrutinizer”) to conduct the Postal Ballot process in a fair and transparent manner.

In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members as on **Friday, 17th February, 2023** being the cut-off date are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

The E-voting period commences from **9:00 a.m. (I.S.T) on 25th February, 2023 (Saturday)**. In accordance with the MCA Circulars, members can vote only through the Electronic Voting process only. Accordingly, the Company is pleased to provide Electronic Voting process facility as rendered by M/s. Link Intime India Private Limited, (“Intime”) to all its members to cast their votes electronically. Members are requested to read the

instructions in the Notes in the Postal Ballot Notice so as to cast their vote electronically not later than **5:00 P.M. (IST) on 26th March, 2023 (Sunday)** (the last day to cast vote electronically) to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholders.

The Scrutinizer shall after conclusion of the voting through Electronic Voting, unblock the votes cast through Electronic Voting. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through Electronic Voting.

SPECIAL BUSINESS:

1. Appointment of Mr. Srinivas Anand Mannava (DIN: 09361339) as an Independent Director

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

“RESOLVED THAT, Mr. Srinivas Anand Mannava (DIN: 09361339) who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from **10th February, 2023**, pursuant to the provisions of Sections 149, 150, 152, 161 Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (“Listing Regulations”), and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, as appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company, be and is hereby accorded for the appointment of Mr. Srinivas Anand Mannava, who is eligible for appointment and has consented to act as Non-Executive Independent Director of the Company and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and under the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company to hold the office for a term of 5 (five) consecutive years with effect from **10th February, 2023 to 09th February, 2028** (both days inclusive) and his office shall not be liable to retire by rotation and in respect of whom the Company has received notice under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution.”

**By Order of the Board
For V2 Retail Limited**

**Date: February 10, 2023
Place: New Delhi**

**Sudhir Kumar
Company Secretary & Compliance Officer
M. No.: A25125**

Notes :

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, (“the Act”) stating all material facts and the reasons for the proposal set out in resolution no. 1 is annexed hereto.
2. The relevant details, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) as issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment in the Company is annexed herewith as “Annexure-A”.
3. The Postal Ballot Notice is being sent to the shareholders of the Company, whose names appear on the Register of Members as received from the Depositories as on **Friday, 17th February, 2023**.
4. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent of the Company.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.v2retail.com, websites of the Stock Exchanges i.e. the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of M/s Link Intime India Pvt. Ltd. (agency for providing e-voting platform) i.e. at <https://instavote.linkintime.co.in>
6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in dematerialized form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, i.e. M/s. Link Intime India Private Limited, at enotices@linkintime.co.in / Board No 022-62638200 by giving details of folio number, e-mail address and self-attested copy of PAN card.
7. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members as on **Friday, 17th February, 2023** will be considered for the purpose of e-voting.
8. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
9. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, 17th February, 2023**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
10. In compliance with Sections 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Link Intime India Pvt. Ltd. (agency for providing e-voting platform). The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. The voting period commences from **9:00 a.m. (I.S.T) on 25th February, 2023 and ends at 5:00 P.M. (I.S.T) on 26th March, 2023** for voting thereafter.
12. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice.

13. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours 26th March, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
14. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before 28th March, 2023 and intimated to the BSE Limited ("BSE") and National Stock Exchange Limited ("NSE") (together the "Stock Exchanges"), where the equity shares of the Company are listed and would be available on their website at www.bseindia.com and www.nseindia.com, respectively. Additionally, the results will also be uploaded on the Company's website www.v2retail.com and on the website of Link Intime India Pvt. Ltd. (Intime) (Agency appointed for providing Electronic Voting platform) i.e. at <https://instavote.linkintime.co.in>.
15. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 26th March, 2023 i.e. the last date specified for receipt of votes through the e-voting process.
16. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@v2kart.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self- attested copy of their PAN card attached to the email.
17. Members can also contact Mr. Sudhir Kumar, Company Secretary and Compliance Officer of the Company to resolve any grievance/s with regard to voting by Postal Ballot at **Corp. Off: Khasra No. 928, Extended Lal Dora Abadi, Village Kapashera, Tehsil Vasant Vihar, South-West Delhi - 110037 and Tel: +91 11-41771850** or by writing an email at cs@v2kart.com mentioning their name, Folio no. / Client ID and DP ID, and the details of grievance/s with a self-attested copy of their PAN card attached to the email.

18. General information and instructions relating to remote e-voting

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you 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. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. 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 (i.e. your sixteen-digit demat account number hold 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. Click on company

name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders 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 toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on 10th February, 2023, subject to approval of the Shareholders of the Company has appointed Mr. Srinivas Anand Mannava (DIN: 09361339), as an Additional Director (Non-Executive - Independent Director) of the Company, with effect from 10th February, 2023 upto 09th February, 2028 (both days inclusive) under Section 149, 150 152 and 160 of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of the Listing Regulations, 2015, Mr. Srinivas Anand Mannava shall hold office upto the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Srinivas Anand Mannava (DIN: 09361339) is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years.

The Company has received notice under Section 160 of the Act from a member proposing his candidature for the office as Independent Director of the Company. The Company has also received a declaration of independence from Mr. Srinivas Anand Mannava and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In the opinion of the Board, Mr. Srinivas Anand Mannava fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations for being eligible for his appointment.

Mr. Srinivas Anand Mannava meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company.

Mr. Srinivas Anand Mannava is not inter-se related with any other Director/Promoter or Key Managerial Personnel of the Company. Mr. Srinivas Anand Mannava does not hold any shares in the Company.

A copy of the draft Letter of Appointment of Mr. Srinivas Anand Mannava is available for inspection through electronic mode, basis the request being sent on cs@v2kart.com. Except sitting fees for meetings there is no such remuneration payable to Mr. Srinivas Anand Mannava. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Srinivas Anand Mannava as an Independent Director.

Except Mr. Srinivas Anand Mannava, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Srinivas Anand Mannava as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of the Members.

Additional information in respect of Mr. Srinivas Anand Mannava pursuant to Regulation 36 the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at “Annexure – A” to this Notice.

Except Mr. Srinivas Anand Mannava, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 1 of the Notice.

The Board recommends the resolution set forth in Item no. 1 for your approval.

The personal details & experience of director pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as stated below:

("Annexure-A")

Name of Director	Mr. Srinivas Anand Mannava
Date of Birth	28 th April, 1964
Age	58 Years
DIN	09361339
Date of First Appointment in Board	Mr. Srinivas Anand Mannava on the recommendation of Nomination and Remuneration Committee has been appointed by the Board of Directors on 10 th February, 2023 as an Additional Director (Non-executive and Independent) of the Company.
Expertise in Specific Functional Area	He has financial expertise and extensive experience in Strategy Planning, Improving Shareholders Wealth, and Financial Journalism.
Qualifications	Post-Graduation Program in Business Management from IIM Kozhikode.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as Non-Executive and Independent Director of the Company for five years w.e.f. February 10, 2023. Except sitting fees for meetings there is no such remuneration payable to Mr. Srinivas Anand Mannava.
Last Drawn Remuneration	Nil
Directorship in Other Companies as on date	Investor Relations Forum
No. of Board Meeting attended during the year 2022-2023	1 (One)
Membership/Chairmanship of Other Public Companies Committees	Nil
Relationship with other Directors	None
Shareholding in the Company	Nil
Brief Resume	<p>He has financial expertise and extensive experience in Strategy Planning, Improving Shareholders Wealth, and Financial Journalism.</p> <p>He authored Investor Relations book, published by ICFAI. Host IR Awards annually at BSE with Entities Like Bloomberg, BNY Mellon, KPMG, IR Magazine. Launched certification in Investor Relations in Association With BSE Institute.</p>

**By Order of the Board
For V2 Retail Limited**

**Sudhir Kumar
Company Secretary & Compliance Officer
M. No. A25125**

**Date: February 10, 2023
Place: New Delhi**