



7<sup>th</sup> September, 2019

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai 4000 51, Stock Code: V2 RETAIL	<b>BSE (Bombay Stock Exchange) Limited,</b> 25 <sup>th</sup> Floor, "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai – 400001 Stock Code: 532867
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Dear Sir/Madam,

**Sub: Proceedings and voting results of the 18<sup>th</sup> Annual General Meeting of V2 Retail Limited.**

The Annual General Meeting ("AGM") of the Company was held on Saturday, 7<sup>th</sup> September, 2019 at 10.00 A.M. at Khasra No.1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 to transact the business as stated in the notice dated 29.07.2019, convening the AGM.

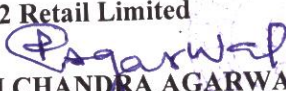
In this regard, Please find enclosed the following:

1. Summary of the proceedings of the AGM of the Company as required under Regulation 30, Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-I.**
2. Intimation of appointment of Director's as required under Regulation 30, Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure-II**
3. Voting results of the business transacted at the AGM, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-III.**
4. Combined Report of the Scrutinizer dated 07.09.2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure-IV.**

The voting results along with the Scrutinizer Report dated 07.09.2019 is made available on the Company's website at [www.v2retail.com](http://www.v2retail.com)

We request you to take the above on your record.

For V2 Retail Limited

  
(RAM CHANDRA AGARWAL)  
(Chairman and Managing Director)  
DIN: 00491885



## ANNEXURE - I

### SUMMARY OF THE PROCEEDINGS OF THE 18<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 7<sup>TH</sup> SEPTEMBER, 2019.

This to inform you that 18<sup>th</sup> Annual General Meeting (“AGM”) of the members of the Company has been held on Saturday, 7<sup>th</sup> September, 2019 at 10.00 AM at Khasra No.1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.

Mr. Ram Chandra Aggarwal chaired the Meeting. All the Directors of the Company were present at the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. Thereafter, he introduced his colleagues on the Board of Directors of the Company who were present on the dais.

The Chairman delivered the speech and gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 and its future outlook. Further, with the consent of the Shareholders, the Notice convening the Meeting and the Auditor’s Report were taken as read.

The Chairman further informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company has extended the remote e-voting facility to the members of the Company in respect of businesses transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 AM on Wednesday, 4<sup>th</sup> September, 2019 and ended at 5.00 PM on Friday, 6<sup>th</sup> September, 2019. The Company has engaged the services of Central Depository Services India Ltd (CDSL) as the agency to provide e-voting facility.

The Chairman informed the members that the Company has also arranged for voting through ballot paper in the meeting on all the resolutions to be passed at the Meeting for those members who have not cast their vote through e-voting.

The following items of business, as per the Notice of AGM dated 29.07.2019 were transacted at the meeting:

#### **ORDINARY BUSINESS**

1. Adoption of Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 along with the reports of the Board of Directors’ and Auditors’ thereon. **(Ordinary Resolution)**
2. Approved the Re-appointment of Mr. Akash Agarwal (DIN: 03194632), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment. **(Ordinary Resolution)**

#### **SPECIAL BUSINESS**

1. Approved the Alteration of Article of Association of Company. **(Special Resolution)**
2. Approved the Appointment of Ms Rochelle Susanna Dsouza as Non Executive Nominee Director of the company **(Ordinary Resolution)**
3. Approved the Appointment of Mr. Harbir Singh Sidhu as Independent Director of the company **(Ordinary Resolution)**

Mr. Sharwan Kumar Goel, Chartered Accountant in practice (Firm Registration No.027892N.), was appointed as Scrutinizer to scrutinize the remote e-voting process and voting through ballot paper at the meeting in a fair and transparent manner.

Members present were given the opportunity to ask questions and seek clarifications. The Chairman responded to the questions raised.

Post the question and answer session, the Chairman thanked the members present at the meeting and then concluded the meeting by authorizing the Company secretary to declare the results of voting.

The scrutinizer's report was received and accordingly all the resolutions as set out in the 18<sup>TH</sup> AGM notice were declared as passed.

The AGM concluded with a vote of thank to those present.

This is for your information and records.

Thanking you,

Yours Faithfully,  
For V2 Retail Limited



(RAM CHANDRA AGARWAL)  
(Chairman and Managing Director)  
DIN: 00491885



## ANNEXURE – II

### INTIMATION OF APPOINTMENT OF DIRECTORS

#### **A) Change in Directors of the Company:**

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that as recommended by the Nomination & Remuneration Committee and Board of Directors, the members of the company in the 18<sup>th</sup> Annual General Meeting (AGM) of the company held on Saturday, 7th September, 2019 at Khasra No.1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 approved the appointment of (a) Ms Rochelle Susanna Dsouza (DIN 07854452) as Non Executive Nominee Director of the company; (b) Mr. Harbir Singh Sidhu as Independent Director of the company for a term of 5 consecutive years i.e. from 30th April, 2019 to 29th April, 2024.

Details w.r.t Change in Directors of the company as required under Regulation 30, Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:-

#### **a) Reasons for change i.e. appointment:**

To comply with the applicable provisions of Companies Act, 2013 read with Rules made thereunder and applicable Regulations of SEBI (listing Obligation & Disclosure Requirements) Regulations, 2015 and other applicable laws for the time being in force in India, w.r.t. appointment of minimum number of Independent Directors in the Board of a listed public company, Mr. Harbir Singh Sidhu (DIN 01943424) is being appointed as Independent Directors in the Company.

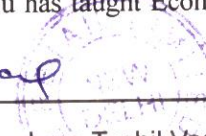
Further, the shareholders have approved the appointment of Ms Rochelle Susanna Dsouza (DIN 07854452) as Non Executive Nominee Director of the company.

#### **b) Date of Appointment and Term of Appointment:**

- (1) Ms Rochelle Susanna Dsouza (DIN 07854452) appointed as Non Executive Nominee Director of the company w.e.f November 28, 2018.
- (2) Mr. Harbir Singh Sidhu appointed (DIN 01943424) as Independent Director of the company for a term of 5 consecutive years i.e. from 30th April, 2019 to 29th April, 2024.

#### **c) Brief Profile:**

- i) Ms. Rochelle Susanna Dsouza is a Principal at Lighthouse. Prior to Lighthouse, she was a Manager at SBI Capital Markets, Investment Banking Division, where she focused on equity capital market transactions. Rochelle earned a Bachelor of Engineering in Electronics & Communication from Rashtreeya Vidyalaya College of Engineering (RVCE) and an MBA from S.P. Jain Institute of Management & Research. She is also a CFA Level III candidate.
- ii) Mr. Harbir Singh Sidhu (DIN 01943424) is a Graduate (BA Hons) from Cambridge University and has a vast experience of 44 year. Mr. Sidhu has taught Economics at Punjab



University and Jawaharlal Nehru University and worked as consultant with Planning commission. Further Mr. Sidhu has vast experience in retail industry, he has worked with;

- Ebony Retail Holding as Operations Manager
- Vishal Mega Mart as Operations Manager
- Koutons Retail as Executive Vice President
- Credo Brands Marketing Private Limited (Mufti) as CEO

d) **Relationship between directors:** - Ms Rochelle Susanna Dsouza (DIN 07854452) and Mr. Harbir Singh Sidhu (DIN 01943424) do not have any relationship with other directors of the company.

**For V2 Retail Limited**

  
**(RAM CHANDRA AGARWAL)**  
(Chairman and Managing Director)  
DIN: 00491885





## 18th ANNUAL GENERAL MEETING "AGM" – VOTING RESULTS

Details of the voting results of resolutions passed during 18th Annual General Meeting (including e voting) are reproduced hereunder:-

Company Name	<b>V2 RETAIL LIMITED</b>
Date of Declaration of AGM voting Results	Saturday, September 7, 2019
Total number of share holders on record date/Cutoff Date	22741 Equity Share Holders (as on August 31, 2019) August 31, 2019 was cut off date for reckoning the voting right of the members for 18th AGM)
No. of share holders present in the meeting either in person or through proxy:	168
Promoters and Promoter Group:	7
Public:	161
No. of Share holders attended the meeting through Video Conferencing	NOTAPPLICABLE
Promoters and Promoter Group:	
Public:	

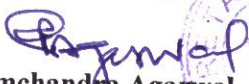
### Agenda:-

S. No.	Particulars	Ordinary/ Special Resolution	Voting	No. of Shareholders voted	Votes in favour		Votes Against		No. of invalid votes
					No. of Shares	% of total valid votes	No. of Shares	% of total valid votes	
1.	To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and the Auditor's thereon	Ordinary Resolution	E-voting	29	21575089	95.55	1004703	4.45	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>21575664</b>	<b>95.55</b>	<b>1004963</b>	<b>4.45</b>	<b>0</b>
2.	To appoint a director in place of Mr. Akash Agarwal (DIN:	Ordinary Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0

*Agarwal*

	03194632), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment		<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.9988</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>
3.	Alteration of Article of Association of Company	Special Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.9988</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>
4.	Appointment of Ms Rochelle Susanna D'Souza as Nominee Director of the company	Ordinary Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.9988</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>
5.	Appointment of Mr. Harbir Singh Sidhu as Independent Director of the company	Ordinary Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.9988</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>

For V2 Retail Limited

  
**Ramchandra Agarwal**  
 Chairman & Managing Director  
 DIN: 00491885

Date: September 7, 2019



### Scrutinizer's Report-Combined

To,  
The Chairman  
**M/s V2 Retail Limited**  
Khasra No. 928 Extended Lal Dora Abadi,  
Village Kapashera, Tehsil Vasant Vihar,  
South West Delhi-110037


**Sub: Report (Combined) on remote e-voting and Ballot Voting on the agenda items transacted at the 18<sup>th</sup> Annual General Meeting ("AGM") of the company held on Saturday, September 7, 2019 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.**

Dear Sir,

1. I, Sharwan Kumar Goel, a Chartered Accountant in Practice, have been appointed as a scrutinizer by

The Board of Directors of M/s V2 Retail Limited for the purpose of scrutinizing, the e-voting process pursuant to Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (Rules) and voting through ballot paper as per the provisions of Companies Act, 2013 on the resolutions set out in the Notice dated 29<sup>th</sup> July, 2019 of the 18<sup>th</sup> AGM of the members of M/s V2 Retail Limited. Accordingly, I hereby submit the report as under:

2. The members holding shares as on the "Cut Off" date i.e. Saturday, August 31, 2019 were entitled for voting on the proposed resolutions stated in the Notice of the 18<sup>th</sup> AGM of the Company. The remote e-voting period was commenced at 9.00 A.M. on Wednesday, September 4, 2019 and ended at 05.00 P.M. on Friday, September 6, 2019.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and ballot voting on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in 18<sup>th</sup> AGM Notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide remote e-voting facilities for e-voting and also at the time of AGM for ballot voting at AGM.
4. After conclusion of AGM, I unlocked the Ballot Box, for counting the votes casted through ballot form, in presence of Mr. Sambhav Jain & Mr. Abhishek Gupta, who are not in the employment of the Company. They have signed below as witness to the unlocking of ballot box.

  
Name: Sambhav Jain

  
Name: Abhishek Gupta








I have issued separate Scrutinizer's Report dated September 7, 2019 on the remote e-voting and on the ballot voting on September 7, 2019 on the resolution contained in the notice to the AGM. As required by management I submit herewith my combined report on the results of e-voting together with that of ballot voting as under:-

S. No.	Particulars	Ordinary/ Special Resolution	Voting	No. of Shareholders voted	Votes in favour		Votes Against		No. of invalid votes
					No. of Shares	% of total valid votes	No. of Shares	% of total valid votes	
1.	To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and the Auditor's thereon	Ordinary Resolution	E-voting	29	21575089	95.55	1004703	4.45	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>21575664</b>	<b>95.55</b>	<b>1004963</b>	<b>4.45</b>	<b>0</b>
2.	To appoint a director in place of Mr. Akash Agarwal (DIN: 03194632), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment	Ordinary Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.99 88</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>
3.	Alteration of Article of Association of Company	Special Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.99 88</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>
4.	Appointment of Ms Rochelle Susanna D'Souza as Nominee Director of the company	Ordinary Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.99 88</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>
5.	Appointment of Mr. Harbir Singh Sidhu as Independent Director of the company	Ordinary Resolution	E-voting	29	22579792	100	0	0	0
			Ballot	114	575	68.86	260	31.14	0
			<b>Total</b>	<b>143</b>	<b>22580367</b>	<b>99.99 88</b>	<b>260</b>	<b>0.0012</b>	<b>0</b>



*Rajwar*



Total **168 (One Hundred Sixty Eight)** Members of the company attended the 18<sup>th</sup> Annual General Meeting.

In View of the above result, I hereby certify that resolutions proposed in 18<sup>th</sup> AGM Notice dated 29-07-2019 have been passed with requisite majority.

The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You.

Yours faithfully

For KUMAR SARWAN & CO.  
**CHARTERED ACCOUNTANTS**



**(SHARWAN KUMAR GOEL)**

MEMBERSHIP NO.: 093010

Firm Regn No. 027892N

PLACE: DELHI

Date: September 7, 2019

Counter Signed By:

For **V2 Retail Limited**

A handwritten signature in blue ink, appearing to read 'Ramchandra Agarwal', written over a circular purple stamp.



**Ramchandra Agarwal**

Chairman & Managing Director

DIN: 00491885

Date: September 7, 2019