

September 29, 2014

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051	<b>Bombay Stock Exchange Limited</b> "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai -400001
---	---

**Subject: Outcome of Thirteen Annual General Meeting**

**Ref: V2 Retail Limited (Symbol: V2RETAIL, Scrip Code: 532867)**

Dear Sir/Ma'am,

This is to inform you that the Thirteen Annual General Meeting (AGM) of the members of the Company was held on Monday September 29, 2014 at 10:00 AM at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038.

As per Clause 35A of the Listing Agreement, the details regarding voting results of the business transacted at the AGM is as under:

Sr. No.	Description	Particulars		
A	Date of the AGM	September 29, 2014		
B	Book Closure Date	September 23, 2014 to September 29, 2014		
C	Total No. of Shareholders on Record Date (Book Closure Date)	20,307		
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	Present in Person	Present through Proxy	Total
	Promoter and Promoter Group	7	NIL	7
	Public	53	NIL	53
E	No. of Shareholder attended the meeting through Video Conferencing			
	<i>No Video Conferencing facility was made available</i>			



The following business was transacted at the AGM:

Sl. No.	Particulars	Ordinary/ Special Resolution	Voting	No. of Share holders 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.	Consider and adopt the audited Financial Statement along with audited consolidated Financial Statement of the company for the financial year ended March 31, 2014 and the Reports of the Board of Directors' and the Auditor thereon.	Ordinary Resolution	E-voting	9	1493	99.334	10	0.666	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1745</b>	<b>99.334</b>	<b>10</b>	<b>0.666</b>	<b>0</b>
2.	Appointment of a director in place of Mrs. Uma Agarwal (DIN: 00495945), who retires by rotation and being eligible, offers herself for reappointment.	Ordinary Resolution	E-voting	9	1443	96.007	60	3.993	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1695</b>	<b>96.007</b>	<b>60</b>	<b>3.993</b>	<b>0</b>
3.	Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 4 years and fixation of his remuneration.	Ordinary Resolution	E-voting	9	1442	95.941	61	4.059	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1694</b>	<b>95.941</b>	<b>61</b>	<b>4.059</b>	<b>0</b>
4.	Appointment of Mr. Rohit Singh Rautela (holding	Ordinary Resolution	E-voting	9	1443	96.007	60	3.993	0
			Poll	60	252	100.00	0	0	0

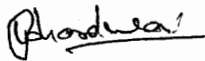
	DIN 05118387) as an Independent Director of the company for a period of 5 years.		<b>Total</b>	<b>69</b>	<b>1695</b>	<b>96.007</b>	<b>60</b>	<b>3.993</b>	<b>0</b>
5.	Appointment of Mr. Ravinder Kumar Sharma (holding DIN 06865804) as an Independent Director of the company for a period of 5 years.	Ordinary Resolution	E-voting	9	1442	95.941	61	4.059	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1694</b>	<b>95.941</b>	<b>61</b>	<b>4.059</b>	<b>0</b>
6.	Alteration/substitution/omission of various articles of Article of Association of the Company as per Table F and as per Companies Act, 2013.	Special Resolution	E-voting	9	1492	99.268	11	0.732	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1744</b>	<b>99.268</b>	<b>11</b>	<b>0.732</b>	<b>0</b>

The above is for your information and dissemination to the members.

Thanking you

Yours truly,

**For V2 Retail Limited**



(Yatish Bhradwaj)  
**Company Secretary**



FORM No. MGT-13

Scrutinizer's Report

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman  
M/s V2 Retail Limited  
Plot No. 8, Pocket-2, Block-A,  
Rangpuri Extensions, NH-8  
Delhi -110037

**Sub: Scrutinizer's Report on poll conducted in the 13<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s V2 Retail Limited held on September 29, 2014 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 in terms of provisions of Section 109 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof**

Dear Sir,

I, **Loveneet Handa**, Practising Company Secretary (ACS: 25973, CP No: 10753) proprietor of **Loveneet Handa & Associates**, having office at A-41, Office No -2, First Floor, Main Market, Madhu Vihar, Delhi-110092 was appointed as Scrutinizer by the Board of Directors of **M/s V2 Retail Limited** for the purpose of poll taken on the agenda items transacted at the 13<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, September 29, 2014 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, **1(one)** ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the Authorizations / proxies lodged with the Company.

LOVENEET HANDA & ASSOCIATES  
C.S. 25973, CP No. 10753  
\* COMPANY SECRETARIES \* S.A.

3. The poll paper, which was completed but otherwise found defective has been treated as invalid and kept separately.
4. The result of poll as under:

**A) Resolution 1**

Consider and adopt the audited Financial Statement along with audited consolidated Financial Statement of the company for the financial year ended March 31, 2014 and the Reports of the Board of Directors' and the Auditor thereon.

- i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
60	252	100%

- ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

- iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**B) Resolution 2**

Appointment of a director in place of Mrs. Uma Agarwal (DIN: 00495945), who retires by rotation and being eligible, offers herself for reappointment.

i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
60	252	100%

ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**C) Resolution 3**

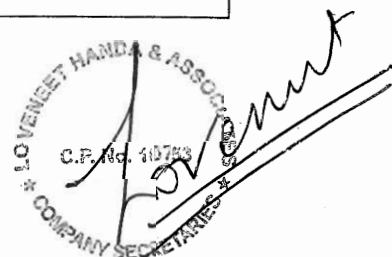
Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 4 years and fixation of his remuneration.

i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
60	252	100%

ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0



iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**D) Resolution 4**

Appointment of Mr. Rohit Singh Rautela (holding DIN 05118387) as an Independent Director of the company for a period of 5 years.

i) **Voted in favour of the resolution:**

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
60	252	100%

ii) **Voted against the resolution:**

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

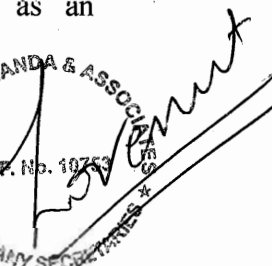
iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**E) Resolution 5**

Appointment of Mr. Ravinder Kumar Sharma (holding DIN 06865804) as an Independent Director of the company for a period of 5 years.

LOVENEET HANDA & ASSOCIATES  
C.F. No. 10753  
\* COMPANY SECRETARIES \*



i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
60	252	100%

ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) Invalid Votes:

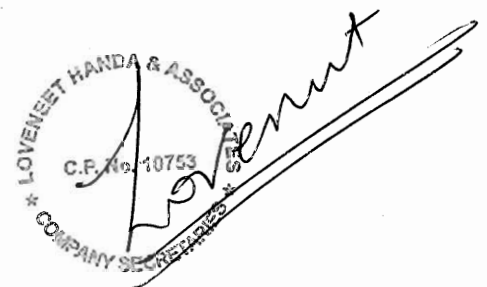
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**F) Resolution 6**

Alteration/substitution/omission of various articles of Article of Association of the Company as per Table F and as per Companies Act, 2013.

i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
60	252	100%

  
LOVENEET HANDA & ASSOCIATES  
C.F. No. 10753  
\* COMPANY SECRETARIES \*



ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing list of equity shareholder who voted "For" and "Against" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handled over to the Company Secretary for safe keeping.

Thanking You.

Yours faithfully

for **LOVENEET HANDA & ASSOCIATES**  
**COMPANY SECRETARIES**

  
**(LOVENEET HANDA)**  
**MEMBERSHIP NO.: 25973**  
**CP. NO.: 10753**

**PLACE: DELHI**

**DATE: SEPTEMBER 29, 2014**



## Scrutinizer's Report

*Pursuant to rule section 108 of the Companies Act, 2013*  
*(Rule 20(xi) of the Companies Management and Administration) Rules, 2014)*

To,  
The chairman  
**M/s V2 Retail Limited**  
Plot No. 8, Pocket-2, Block-A,  
Rangpuri Extensions, NH-8  
Delhi -110037

**Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof**

Dear Sir,

1. I, Loveneet Handa, Practising Company Secretary (ACS: 25973, CP No: 10753) proprietor of Loveneet Handa & Associates, A-41, Office No -2, First Floor, Main Market, Madhu Vihar, Delhi-110092 was appointed as a scrutinizer by the Board of Directors of M/s V2 Retail Limited for the purpose of e-voting process on the agenda items to be transacted at the 13<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on 29<sup>th</sup> Day of September, 2014 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038.
2. I submit my report as under:
  - a) The company has provided e-voting facility to all the Shareholder registered with the company and entitled to vote as on 23<sup>rd</sup> September, 2014.
  - b) The e-voting began on Tuesday, September 23, 2014 (9:00 A.M.) and ends on Thursday, September 25, 2014 (6:00 P.M.). The votes received electronically from the shareholders till September 25, 2014 up to 6:00 P.M. being last date and time fixed by the company for e-voting was considered for my scrutiny.
  - c) The member casted their vote through e-voting facility provided by the CDSL Authorized Agency to providing the e-voting facility.
  - d) I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
  - e) Particulars of all votes received electronically from the member have been entered in a register separately maintained for the purpose.



- f) The votes received electronically were duly scrutinized and the shareholder was match/confirmed with the Register of member of the company as on the cut-off date i.e.: 22<sup>nd</sup> August , 2014
- g) The Votes were unblocked at New Delhi on September 26, 2014 at 11:00 A.M in the presence of Kapil Singh Dangi, and Sarita Yadav who have signed below as witness to the unblocking of votes.

  
Name: Kapil Singh Dangi

  
Name: Sarita Yadav

- h) Thereafter, the detail containing , inter alia, list of Equity shareholder, who voted “For” and “Against” each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e.: [www.evotingindia.com](http://www.evotingindia.com) and bases on such report generated, the result of the e-voting is provided hereunder.

3. A summary of the votes received electronically is given below:

**A) Resolution 1**

Consider and adopt the audited Financial Statement along with audited consolidated Financial Statement of the company for the financial year ended March 31, 2014 and the Reports of the Board of Directors’ and the Auditor thereon.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

- i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
8	1493	99.334



ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
1	10	0.666

iii) **Invalid** Votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**B) Resolution 2**

Appointment of a director in place of Mrs. Uma Agarwal (DIN00495945), who retires by rotation and being eligible, offers herself for reappointment.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

i) Voted **in favour** of the resolution:

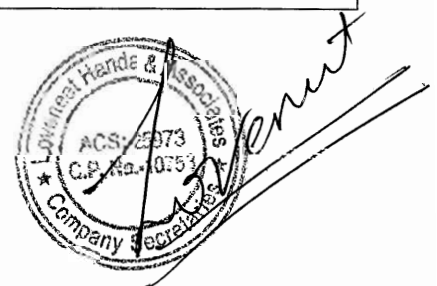
Number of members voted	Number of votes cast by them	% total number of valid votes cast
7	1443	96.007

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
2	60	3.993

iii) **Invalid** Votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



C) **Resolution 3**

Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 4 years and fixation of his remuneration.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
6	1442	95.941

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
3	61	4.059

iii) Invalid Votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

D) **Resolution 4**

Appointment of Mr. Rohit Singh Rautela (holding DIN 05118387) as an Independent Director of the company for a period of 5 years.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067



i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
7	1443	96.007

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
2	60	3.993

iii) **Invalid** Votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**E) Resolution 5**

Appointment of Mr. Ravinder Kumar Sharma (holding DIN 06865804) as an Independent Director of the company for a period of 5 years.

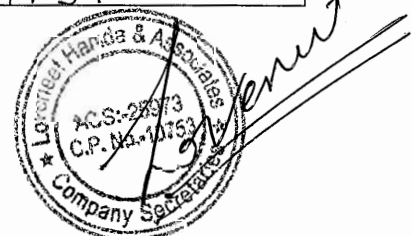
Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
6	1442	95.941

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
3	61	4.059



iii) **Invalid Votes:**

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

F) **Resolution 6**

Alteration/substitution/omission of various articles of Articles of Association of the company as per Table F and as per the provisions of Companies Act, 2013

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
7	1492	99.268

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
2	11	0.732

iii) **Invalid Votes:**

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



4. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

*Thanking You.*

*Yours faithfully*

**For LOVENEET HANDA & ASSOCIATES  
COMPANY SECRETARIES**

  
**(LOVENEET HANDA)  
MEMBERSHIP NO.: 25973  
CP. NO.: 10753**

**PLACE: DELHI**

**DATE: SEPTEMBER 26, 2014**





**Scrutinizer's Report-Combined**

To,  
The Chairman  
**M/s V2 Retail Limited**  
Plot No. 8, Pocket-2, Block-A,  
Rangpuri Extensions, NH-8  
Delhi -110037

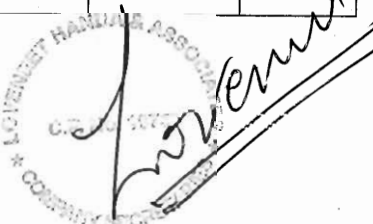
**Sub: Report (Combined) on e-voting and Poll on the agenda items transacted at the 13<sup>th</sup> Annual General Meeting(AGM) of the company held on Tuesday, September 29, 2014 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.**

Dear Sir,

1. I, Loveneet Handa, a Company Secretary in Practice, have been appointed as a scrutinizer by
  - (i) The Board of Directors of M/s V2 Retail Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
  - (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolution contained in the notice to the 13<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on the Tuesday, September 29, 2014 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.
2. 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 poll on the resolutions contained in the Notice to the 13<sup>th</sup> 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 above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through electronics means) at AGM.
3. I have issued separate Scrutinizer's Report dated September 26, 2014 on the e-voting and September 29, 2014 on the poll 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 poll as under:-

LOVENEET HANDA & ASSOCIATES  
C.P. N. BUSTE  
\* COMPANY SECRETARIES \*

Sl. 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.	Consider and adopt the audited Financial Statement along with audited consolidated Financial Statement of the company for the financial year ended March 31, 2014 and the Reports of the Board of Directors' and the Auditor thereon.	Ordinary Resolution	E-voting	9	1493	99.334	10	0.666	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1745</b>	<b>99.334</b>	<b>10</b>	<b>0.666</b>	<b>0</b>
2.	Appointment of a director in place of Mrs. Uma Agarwal (DIN: 00495945), who retires by rotation and being eligible, offers herself for reappointment.	Ordinary Resolution	E-voting	9	1443	96.007	60	3.993	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1695</b>	<b>96.007</b>	<b>60</b>	<b>3.993</b>	<b>0</b>
3.	Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 4 years and fixation of his remuneration.	Ordinary Resolution	E-voting	9	1442	95.941	61	4.059	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1694</b>	<b>95.941</b>	<b>61</b>	<b>4.059</b>	<b>0</b>
4.	Appointment of Mr. Rohit Singh Rautela (holding DIN 05118387) as an Independent Director of the company for a period of 5 years.	Ordinary Resolution	E-voting	9	1443	96.007	60	3.993	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1695</b>	<b>96.007</b>	<b>60</b>	<b>3.993</b>	<b>0</b>



5.	Appointment of Mr. Ravinder Kumar Sharma (holding DIN 06865804) as an Independent Director of the company for a period of 5 years.	Ordinary Resolution	E-voting	9	1442	95.941	61	4.059	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1694</b>	<b>95.941</b>	<b>61</b>	<b>4.059</b>	<b>0</b>
6.	Alteration/substitution/omission of various articles of Article of Association of the Company as per Table F and as per Companies Act, 2013.	Special Resolution	E-voting	9	1492	99.268	11	0.732	0
			Poll	60	252	100.00	0	0	0
			<b>Total</b>	<b>69</b>	<b>1744</b>	<b>99.268</b>	<b>11</b>	<b>0.732</b>	<b>0</b>

Thanking You.

Yours faithfully

**For LOVENEET HANDA & ASSOCIATES  
COMPANY SECRETARIES**

**(LOVENEET HANDA)**  
**MEMBERSHIP NO.: 25973**  
**CP. NO.: 10753**

**PLACE: DELHI**

**DATE: SEPTEMBER 29, 2014**