

**INTIMATION REGARDING VOTING RESULT PURSUANT TO CLAUSE 35A OF LISTING AGREEMENT**

Date of the EGM:	20 <sup>th</sup> April, 2015			
Total No. of Shareholders as on record date	18948			
No. of shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group		Public:	
	In Person	Through Proxy	In Person	Through Proxy
	7	Nil	59	Nil
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group		Public	
	Not Applicable		Not Applicable	

**Agenda-wise**

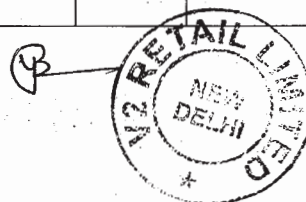
The Mode of Voting for all Resolution was:

- 1) E-voting conducted between 16<sup>th</sup> April, 2015 to 19<sup>th</sup> April, 2015.
- 2) Poll conducted (Ballot) at Meeting.

**Given below is the resolution wise combined result of e-voting and ballot voting at Extra-Ordinary General Meeting.**

**Resolution 1:** Ordinary Resolution for Increase in Authorized Share Capital of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100



<b>Promoter &amp; Promoter Group</b>	13989751	12810871	91.57	12810871	0	100	0
<b>Public Institutional Holders</b>	0	0	0	0	0	0	0
<b>Public-Others</b>	9587998	206110	2.15	205845	265	99.87	0.130
<b>Total</b>	<b>23577749</b>	<b>13016981</b>	<b>55.20</b>	<b>13016716</b>	<b>265</b>	<b>99.99</b>	<b>0.0025</b>

The above resolutions have been passed by the members.

**Resolution 2:** Special Resolution for Preferential Issue of Convertible Warrant.

<b>Promoter/Public</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No. of votes in favour (4)</b>	<b>No. of votes against (5)</b>	<b>% of votes in favour of votes polled (6) = [(4)/(2)]*100</b>	<b>% of votes against on votes polled (7) = [(5)/(2)]*100</b>
<b>Promoter &amp; Promoter Group</b>	13989751	12810871	91.57	12810871	0	100	0
<b>Public Institutional Holders</b>	0	0	0	0	0	0	0
<b>Public-Others</b>	9587998	206110	2.15	205775	335	99.84	0.016
<b>Total</b>	<b>23577749</b>	<b>13016981</b>	<b>55.20</b>	<b>13016646</b>	<b>335</b>	<b>99.99</b>	<b>.0025</b>

The above resolutions have been passed by the members.

For V2 Retail Limited

*Bhardwaj*

Yatish Bhardwaj  
(Company Secretary) \*





**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 Extra Ordinary General Meeting(EGM) of the company held on Monday, April 20, 2015 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 Extra Ordinary General Meeting (EGM) 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 Extra Ordinary General Meeting (EGM) of the members of the Company, held on the Monday, April 20, 2015 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 Extra Ordinary General meeting (EGM) 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 EGM.
3. I have issued separate Scrutinizer's Report dated April 20, 2015 on the e-voting and April 20, 2015 on the poll on the resolution contained in the notice to the EGM. As required by management I submit herewith my combined report on the results of e-voting together with that of poll as under:-



Sl. No.	Particulars	Ordinary/ Special Resolutio n	Voting	No. of Sharehol ders 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.	Increase in Authorized share capital and alteration of Capital Clause of Memorandum of Association of the Company. (Ordinary resolution)	Ordinary Resolution	E-voting	9	204251	99.87	265	0.130	0
			Poll	66	12812465	100.00	0	0	0
			<b>Total</b>	<b>75</b>	<b>13016716</b>	<b>99.99</b>	<b>265</b>	<b>0.0020</b>	<b>0</b>
2.	To offer, issue and allot on preferential Allotment basis 01(One) Convertible warrant to M/s Bennett Coleman And Company Limited for a value of Rs. 325,000,000 to be convertible at the option of Warrant holder.	Special Resolution	E-voting	9	204181	99.836	335	0.164	0
			Poll	66	12812465	100.00	0	0	0
			<b>Total</b>	<b>75</b>	<b>13016646</b>	<b>99.99</b>	<b>335</b>	<b>0.0025</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: APRIL 20, 2015

