



# V2 Retail Limited

August 22, 2017

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

**Ref. Stock Code: 532867, V2RETAIL**

**Subject: Dispatch of Postal Ballot Notice.**

We wish to inform you that pursuant to Section 110 & 108 of the Companies Act, 2013 read with rule 20 & 22 of with Companies (Management & Administration) Rule, 2014 and pursuant to applicable Regulation of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the company has completed the physical and electronic dispatch of the Postal Ballot Notice on 22<sup>nd</sup> August, 2017 along with Postal Ballot Form to all the members whose names are recorded in the register of members whose name is recorded in the register of members or in register of beneficial interest owners maintained by depositories as on Friday, 18<sup>th</sup> August, 2017.

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 we enclose the Postal Ballot Notice and the Form being sent to the shareholders of the Company.

Kindly take the same in your records.

THANKING YOU  
For **V2 Retail Limited**



(Ram Chandra Aggarwal)  
(Chairman and Managing Director)  
(DIN: 00491885)  
Address: B1-801, Lagoon Apartment,  
Ambience Island, Gurgaon – 122002, Haryana



# V2 RETAIL LIMITED

**Regd. Office:** Khasra No. 928, Extended Lal Dora Abadi, Village- Kapashera, Tehsil Vasant Vihar, New Delhi South West Delhi – 110037, **Phone:** 011-41771850, **CIN -** L74999DL2001PLC147724, **E-mail:** cs@vrl.net.in, **Website:** www.v2retail.com

## POSTAL BALLOT NOTICE

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment (s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed herewith for your consideration.

1. The Board of Directors of the Company ("Board") has appointed Mr. Sharwan Kumar Goel of KUMAR SARWAN AND CO, Practicing Chartered Accountant, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer at 722/9, Brahman Wara, Ballabgarh, Haryana - 121004 not later than 17:00 hours IST on Thursday, September 21, 2017, which is last date for receipt of completed Postal Ballot Forms. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Form(s) received after 17:00 hours IST on September 21, 2017 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on or before Saturday, September 23, 2017 on or before 5:00 P.M. and communicated on the same day to the stock exchanges, registrar and share transfer agents etc and shall also be displayed on the Company's website, <https://www.v2retail.com> along with the Scrutinizer's report and CDSL website and also be displayed at the Registered Office and Corporate office of the Company.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. Thursday, 21st September, 2017.

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

Ramchandra Agarwal  
Chairman & Managing Director  
DIN: 00491885

Address: B1-801, Lagoon Apartment, Ambience  
Island, Gurgaon- 122002, Haryana

Date: 21-08-2017  
Place: New Delhi

### SPECIAL BUSINESS:

#### **Item no. 1 - To amend Memorandum of Association of the Company to align it with the Companies Act, 2013.**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 4 and other applicable provisions, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 or any other law for the time being in force (including any statutory modification (s) or re-enactment thereof, for the time being in force) and subject to necessary approvals, permissions, consents and sanctions required, if any, by the statutory authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the board of directors of the company, consent of the members of the company be and is hereby accorded for effecting the following amendments in the existing Memorandum of Association (MOA) of the company to align it with the Table A of the Schedule I of the Companies Act, 2013:-

- a) To amend the heading of Memorandum of Association by replacing words 'The Companies Act, 1956' with the words 'The Companies Act, 2013' and
- b) To number subscriber table as Clause VI in the Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

## Item No. 2 –To Alter the Object Clause of Memorandum of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION: -

**“RESOLVED THAT** pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Object Clause of the Memorandum of Association (MOA) of the company:-

1. To insert the Following sub-clause 5,6,7 & 8 to Clause III (A) of Memorandum of Association of the Company dealing with the main objects of the company:-
  5. *To carry on the business of and acquire permit for public carriers, transporters and carriers of goods, merchandise, documents, parcels, Express Cargo Services of pick-up and delivery of documents, parcels, all types of goods and merchandise, door to door/ desk to desk service of small, medium, bulk, odd or any size or type of consignment, public issue materials and household articles on land, water or by any conveyance whatsoever and to acquire permits for plying lorries, buses, cars, rails, ships, vessels etc. on any route in India or in any part of the world*
  6. *To establish, setup, marketing networks, wholesale/ retail outlets, franchisee showrooms, online website stores, virtual store(s) including chain stores, modern retail stores, electronic commerce platform, shop in shop, e- commerce, online / virtual marketplace in all its forms and to carry on the business of setting up of network infrastructure including storage, movement, delivery of goods and services for trade and commerce, arrangements with distribution agencies, garment manufacturer factory, network marketing, direct selling, MLM (multi level marketing) electronic channels for the business of the Company.*
  7. *To apply for bid, tender and tender evaluation, bid evaluation and purchase or otherwise acquire any contracts and concessions for or in relation to the retail business and to lease, Sub-lease, construction, erection, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose off or otherwise turn to account the same.*
  8. *To carry on the business of garment manufacturers and carry on all type of retail activity including but not limited to apparels, life style goods, shoes, footwear, wallets, belts, jewelry, including artificial jewelry, mobile, laptop, IT equipment’s and accessories merchandise including general merchandise etc.*
2. To substitute the heading of Clause III (B) of Memorandum of Association by replacing the words ‘OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT’ with the words ‘ THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A).’
3. To substitute sub-clause 20, 26 of Clause III (B) of the Memorandum of Association of the companies with the following clauses:
  20. *To amalgamate, acquire or enter into a merger with any company or companies or entity incorporated or not having objects altogether or in part similar to those of this Company and to undergo any valid process of reconstruction within the framework of the law and to enter into partnership or into any arrangement within the framework of the Companies Act for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being carried on or conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for such other purposes that may seem calculated beneficial and conducive to the objects of the Company; and to lend money, to guarantee the contracts of or otherwise assist any such person, association, firm or company and to take or otherwise acquire and hold shares or securities of any such person, association, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.*
  26. *To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the compliance of Central and State laws.*
4. To insert following sub-clauses after sub-clause 31 in Clause III(B) of Memorandum of Association of the Company:
  32. *To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and occupiers and others refreshments, attendance, light, waiting rooms, teaching rooms, meeting rooms electric conveniences and other advantages.*
  33. *To acquire and carry on in India or elsewhere the business of iron, steel (including alloy steel) and metal foundries, processors, turners, forgers, drawers, rollers, and re-rollers of steel shafting’s, bars, rods, flat squares, hexagonal catagonal in different shapes and sizes from scraps billets, Ingots including nails, screws metal, hinges, plates sheets, strips hoops, rounds, circles, angles, and to alloy steel, stainless steel any other products from steel, brass, coppers, lead, zinc, nickel, and any other ferrous and non-ferrous metals of all sizes, specification and descriptions including ingot casting in electric and furnace and to act as exporters and importers and dealers in such merchandise.*
  34. *To carry on business as dealers, distributors, stockists, buyers, sellers, repairing, cleaners stores, importers or agents, of motor cars trucks, lorries and carriages, motor cycles, scooters, tractors earth moving equipments, trailers and other vehicles and machineries and spare parts engines, accessories, components, tools, batteries, glass, panels and sheets, apparatus, fittings, furnishings, materials, tyres, tubes, lubricants fuel, oils, gas or other materials used or required for such vehicles, implements or machines and to act as transporters of goods and passengers travelling or clearing agents and to let, out, automobile and other vehicles, implements machines and any of the aforementioned products or things.*

35. *To export, import, manufacturers, buy sell and deal in containers cans, boxes, drums, bottle tops, crown corks, packages, packing materials, bags, pressed metals wares, utensils, cutlery, table wares, and articles, made of tin, metals aluminium plate sheets glass, fiber paper, board, cloth, hessian plastic, or other synthetic compound or materials, timber or plywood and to deal in tin plates were, aluminium sheets and to undertake either on own account or on commission basis or otherwise printing, designing, enameling electroplating or otherwise decorating, the aforesaid products or any of such products or articles.*
36. *To carry on all or any of the business of buyers, sellers, suppliers, growers, manufacturers, traders, merchants, importers, exporters, indenters, brokers, agents, assemblers, stockists and dealers in gems and silver utensils and ornaments and of all kinds of machinery items and man made fibers, textiles of all kinds, all types of yarn, cloths, oil, leather goods, garments, hosiery, textiles, iron and steel and all steel based product G. I. Sheets, G. P. Sheets and other related items, jute and jute products, automobiles parts, machine parts, aluminium parts, aluminium circle and utensils, electronic parts and devices and all kinds of metals, pipe and other things required in connection therewith and to work as commissions agents, brokers, contractors, order suppliers.*
37. *To purchase, take on lease or in exchange or otherwise acquire any lands and buildings and any estate or interest therein any rights connected with any such lands and buildings and to develop and turn to account the same by the laying out and preparing the same for building and sale purchase of land and/or building and to acquire and take out any business or undertaking carried on upon, or in connection with any land or building which the Company may desire to acquire aforesaid and to construct, let out furnish and carry on all or any of the functions of shops, office and manage the same or sell or give on rent or lease the office.*
38. *To carry on business of boot and shoe manufactures, hide land leather merchants, leather manufacturers and factors, tanners and carriers manufactures of and dealing in all kinds of waterproof appliances, substances and things, oils, paints, and any preparations of solutions capable of being applied for waterproofing or other similar purposes, contractors for and manufacturers of and dealers in all kinds of Government stores, and dealers in all kinds of leather hides, skins and all other articles produced or used by tanners and carriers, and manufacturers of and dealers in appliances for the above trade or any of them.*
39. *To carry on the business buyers, sellers, suppliers, traders, manufacturer, producers, exporters, importers, indenters, brokers, agents, commission agents, carriers or in any other capacity, assemblers, packers, stockists, distributors, to take & give agency, lessor, dealers sole-selling agents, or type of industrial plants, equipments and machineries and office furniture, domestic or business appliances, electronics items, movable & immovable assets, properties, land, buildings, go downs, factories, vehicles, commodities, goods, or any other articles, things, items for whatever used it may be liquid or solid items, tools, dies, moulds and all consumer, commercial land industrial items including computers, tabulators, addressing machines and other sophisticated office machinery, installation, fitting machineries, wagons, cycles, bicycles, coaches, garages and all other vehicles drawn by motor, steam, oil, petroleum, electricity or any mechanical or other power or device, tool plants, implements, utensils, apparatus, and requisites and accessories, wireless, and television receivers, telephones, telex, teleprinters or other apparatus generators, and to subsidising the sale and maintenance of any good, articles of commodities of all and every kind and description upon and terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties herein mentions and to lease or otherwise deal with them in any manner whatsoever including re-sale thereof regardless of whether the property purchased and leased be new and/or used and to provide leasing advisory/counseling service to other entitles and or form the leasing arm of other entitles.*
40. *To erect and to construct houses, building or civil and constructional works of every description on any land of our company or upon any other land or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop colonies, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge assign, let out on hire, sublet or sublease all types of lands, plots, buildings, hereditaments, offices, warehouse, go downs, shops, stalers, markets, , building, , structures, constructions, tenements, roads, bridges, land, estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum of rent or partly in one in other or any consideration.*
41. *To construct, lay down, establish, fix and carry out necessary power station and projects and and to undertake execution of civil, electrical and mechanical construction of all types necessary or useful for or in connection with dealing in or installing turbines, power generators, pumps, treatment plants, and construction and maintenance of any electrical installation for the transmission or use of electrical power for all purposes and distribution thereof and to process, make market, use, sell, and dispose of ash or any other material produced as a result of the above activities and to prepare, manufacture, sell and deal in any products capable of being produced from such as or such other materials.*
42. *To render all types of technical services required for any type of work, factory, organisation and in general required in electronic business, real estate business, telecommunication and to import and export technology, develop technology.*
43. *To conduct and carry on the business of designing, manufacturing, developing, buying, selling, exporting, importing maintaining, hiring installing, repairing and to trade of and deal in all types of fiber optic light sources. Fiber optic lighted Hand Held Surgical Instruments, libber optic instruments for medical industrial and telecommunication applications, image guides, illumination systems Endoscopes, Fiberscope's Fiber optic bundles, Fiber Optic Fiber optic data Acquisition systems, Fiber Optic Local Area Distributed Network (LADN) products, Fibers and Cables Glass, plastic and silica fiber drawing equipment, Fiber Optic Night Vision Imaging Systems for commercial and military applications, Micro Video Camera for medical and industrial application, spare Parts, accessories, materials, devices land instruments required for the manufacture, operation and maintenance for the items mentioned above.*
44. *To draw, make, accept, hold, endorse, discount, execute, issue and otherwise deal in negotiable promissory notes, drafts, hundies, bills of exchange, forex, currencies and other moneys and other negotiable or transferable instruments.*
45. *To render and provide whether by itself or in association with other carriers all services and facilities as are necessary or desirable for operation of transport services in any part of the world including but not limited to maintenance, servicing and repairing of machinery and equipment, ground and ramp handling operations, communication, security, cleaning and facilitation, cargo handling and storage services*

46. *To undertake and carry on the business of logistics solution provider in any or all of its aspects i.e. multimodal transportation, warehousing, distribution, providing MIS and related documentation, to act as Power of Attorney holders for the customers, to collect the sale proceeds on behalf of the customers and any other services related with the logistics/transport.*
  47. *To acquire permits for ferries, rails, lorries/trucks, buses, cars, boats and steamers and other services and to operate rails, buses, lorries/trucks or other vehicles as the case may be on any routes in India and/or outside India.*
  48. *To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading, dealing in any manner whatsoever in textile goods, materials and commodities on retail as well as on wholesale basis in India or elsewhere through internet or any other channel and all type of e-commerce business in textile goods and services, merchandise, vide business to business (b2b), business to customer (b2c), customer to customer (c2c) and providing services in Payment gateways, Portals, Vortals, Internet Marketing, Electronic Publishing.*
  49. *To apply for and obtain any Act, charter, order, regulation, privilege, concession, license or authorization of any Government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any its objects into effect or for extending any of the powers of the company or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the company's interests; and to appropriate any of the company's shares, debentures or other securities and assists to defray the necessary cost, charges and expenses thereof.*
  50. *To refer or agree to refer any claim, demand dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the company and the member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made there on, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.*
  51. *To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially, and also to issue, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.*
  52. *To carry on the business of buying, selling, exporting, importing, trading and dealing in audio & video accessories, photography equipments, telecommunication, mobile phones & accessories, electrical goods, computer hardware, software & accessories, white goods, modular kitchen products, security products, home wares, sanitary items, fresh flowers, gold, silver, diamond and all types of Jewellery, books, magazines, health & fitness products, all types of cleaning products & accessories, educational products, aqua care products.*
  53. *To do all and everything necessary suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.*
5. To delete completely the Clause III (C) of Memorandum of Association of the Company which was dealing with the Other objects of the Company from Clause III (C) (1) to Clause III (C) (22).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 18, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website <http://v2retail.com/or>
4. Voting period will commence on and from Wednesday, 23rd August, 2017 at 9:00 A.M. and ends on Thursday, 21st September, 2017 at 5:00 P.M.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on August 18, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
6. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [tc@vrl.net.in](mailto:tc@vrl.net.in). The registrar and share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on August 18, 2017. The postal ballot period commences on Wednesday, August 23, 2017 (09:00 hours IST) and ends on Thursday, September 21, 2017 (17:00 hours IST).
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
10. Members cannot exercise votes by proxy.
11. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer at 722/9, Brahman Wara, Ballabgarh, Haryana - not later than the close of working hours (i.e. 17:00 hours IST) on Thursday, September 21, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Postal Ballot Forms received after 17:00 hours IST on September 21, 2017 shall be deemed invalid.
12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any director of the Company duly authorized, on or before Saturday, September 23, 2017 on or before 5:00 PM. And will also be displayed on the Company website (www.v2retail.com), along with the Scrutinizer's report and CDSL website and also be displayed at the Registered Office and Corporate office of the Company and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, September 21, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

#### 14. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The E-Voting period begins on Wednesday, 23rd August, 2017 at 9:00 A.M. and ends on Thursday, 21st September, 2017 at 5:00 P.M. The E-Voting module shall be disabled by CDSL for voting after 5:00 P.M on 21st September, 2017. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. 18th August, 2017, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.

The instructions for members for voting electronically are as under:- In case of members receiving e-mail:

- i) Log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant "V2 RETAIL LIMITED" on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- i) Please follow all steps sl. no. (i) to sl. no. (xvii) above to cast vote.
  - xvii) The E-Voting period begins on Wednesday, 23rd August, 2017 at 9:00 A.M. and ends on Thursday, 21st September, 2017 at 5:00 P.M. The E-Voting module shall be disabled by CDSL for voting after 5:00 P.M on 21st September, 2017. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. 18th August, 2017, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.
  - xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - xix) The shareholders can opt for only one mode of voting, i.e. either by postal ballot or remote e-voting. If any shareholders opt for remote e-voting, he/she will not be eligible to vote by postal ballot.
  - xx) The official responsible to address the grievances connected with voting by electronic means- Mr. Umesh Kumar And Mr. Vipin Kaushik , Ph. No. 011-41771850
  - xxi) Company shall publish the result of remote e-voting & the resolutions passed by postal ballot on its Website.
15. In case of those Members, who do not have access to remote e-voting facility, they can use the assent/dissent form/ postal ballot form enclosed herewith and convey their assent/dissent to each one of the items of business to be transacted via postal Ballot and send the Assent/ Dissent form/postal ballot form in the enclosed self addressed pre-paid postage envelope so as to reach Mr. Sharwan Kumar Goel of KUMAR SARWAN AND CO, Scrutinizer appointed by the Company at 722/9, BRAHMAN WARA, BALLABGARH, HARYANA - 121004 on or before 5.00 P.M. on Thursday, September 21, 2017.

## **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

### **ITEM NO. 1**

The existing Memorandum of Association ("MOA") of the Company is based on the provisions of the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the Act") which replaces the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

With the enactment of new Companies Act, 2013, it is considered expedient to amend the form of the existing Memorandum of Association to align it with the provisions of Companies Act, 2013.

In terms of Section 4(6) of the Companies Act, 2013, the Memorandum of Association of a company shall be in respective forms specified in Tables A, B, C, D and E in Schedule I as may be applicable to company.

Accordingly, board has proposed to amend Memorandum of Association of the company to align it with Table A (i.e. Memorandum of Association of a company limited by shares) of Schedule I of the Act.

A copy of the existing and proposed MOA are available for inspection in physical by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting i.e. September 21, 2017 and is also available on the website of the Company at <https://www.v2retail.com>

No director, key managerial personnel or their relatives are interested in or concerned with the resolution. The Board recommends the Resolution set forth in Item no. 1 for approval of the Members.

### **ITEM NO. 2**

Your Company is engaged in the business of retailing of products such as apparels and household goods

The Company is pursuing growth opportunities in various fields of business and always considers new business proposal which have good future prospects and potentials to increase the shareholders return.

In order to rationalize the object clause and to enlarge the scope of existing business of the company

it is proposed to insert above mentioned provisions with respect to online business, transportation etc. in the main object clause of Memorandum of association of the company.

The Board of Directors of the company analyze that the change in the Main object clause of the company by way of insertion of clauses is in the best interest of the company, shareholders and all other concerned stakeholders .

The Board explains that the Company is not going to change the present business activity of the company by altering the Object Clause of Memorandum of Association. Such change in object clause may expand the business operation of the company.

Further, in terms of Section 4(1) (c) of the Companies Act, 2013, the Memorandum of Association of a company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile legislation has changed.

Accordingly, it is proposed to delete the "Other Objects" from the existing Memorandum of Association of the Company, in order comply with the provision of the Companies Act, 2013.

The board of directors' in their meeting had approved the amendment in the Memorandum of Association of the Company with respect to the following, subject to the approval of members of the company:

- a. Clause 3(A) – Main Objects of the Company by way of insertion(s);
- b. Clause 3(B) - Matters which are necessary for furtherance of the Objects specified In Clause 3(B) by way of insertion(s)/ substitution(s)
- c. Clause 3(C) – Other objects deleted;

A copy of the proposed set of altered Memorandum of Association would be available for inspection in physical at the registered office of the Company on all working day from the date of dispatch of the notice, up to the last date of voting i.e. September 21, 2017 and is also available on the website of the Company at <https://www.v2retail.com>

None of the Directors/Key Managerial Personnel of the company/their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 2 of the Notice.

The Board recommends the Resolution set forth in Item no. 2 for approval of the Members.

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

Ramchandra Agarwal  
Chairman & Managing Director  
DIN: 00491885

Address: B1-801, Lagoon Apartment, Ambience  
Island, Gurgaon- 122002, Haryana

Date: 21-08-2017  
Place: New Delhi





# V2 RETAIL LIMITED

**Regd. Office:** Khasra No. 928, Extended Lal Dora Abadi Village Kapashera,  
Tehsil Vasant Vihar New Delhi South West Delhi – 110037 **Phone:** 011-41771850  
**E-mail:** [cs@vrl.net.in](mailto:cs@vrl.net.in), **Website:** [www.v2retail.com](http://www.v2retail.com)  
**CIN :** L74999DL2001PLC147724

## BALLOT FORM FOR POSTAL BALLOT RESOLUTION

1. Name(s) of Shareholder(s)/ Joint Holder(s), if any(In Block Letters)	
2. Registered Address of the Sole/First named Shareholders/ Beneficial Owners	
3. Registered Folio No./ DP ID Client ID>(*Applicable to members holding shares in Dematerialized form)	
4. No. of shares held	

5. I/We hereby exercise my/our vote in respect of the following Resolutions set out in postal ballot Notice by conveying my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:-

S. No.	Resolutions	For	Against
		I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	To amend Memorandum of Association of the Company to align it with the Companies Act, 2013.		
2.	To Alter the Object Clause of Memorandum of Association of the Company		

Place:

Date:

Signature of Shareholder

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**Note:** Please read the instructions carefully before exercising your vote.

## INSTRUCTIONS

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-Voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure for e-Voting is enumerated in the Notes to the Postal Ballot Notice.
2. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer, in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent at the expense of the registered shareholder will also be accepted.
3. In the case of shares held by Companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot Form. Where the Form has been signed by the representative of the President of India of the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney Holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.
4. The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column.
5. The Member need not use all the votes or needs to cast all the votes in the same way.
6. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and address where duly completed postal ballot form has to be sent.
7. Duly completed postal ballot form should reach the scrutinizer on or before 5:00 pm on Thursday, September 21, 2017
8. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/authority to vote on the postal ballot. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date which is Friday, 18th August, 2017.
10. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer on or before 5:00 pm on Thursday, September 21, 2017
11. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint shareholders.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The right of voting by Postal Ballot shall not be exercised by proxy.
14. A postal ballot form shall be considered invalid if-
  - (a) A form other than one issued by the company has been used;
  - (b) It has not been signed by or on behalf of the Member;
  - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company
  - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
  - (e) Neither assent nor dissent is mentioned;
  - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - (g) The envelope containing the postal ballot form is received after the last date prescribed;
  - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (i) It is received from a Member who is in arrears of payment of calls;
  - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
15. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
16. The result of the Postal Ballot shall be announced on or before Saturday, September 23, 2017 on or before 5:00 P.M. at the Registered Office of the Company.