



V2 Retail Limited

29th September, 2017

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 4000 51
Stock Code: V2 RETAIL

BSE (Bombay Stock Exchange) Limited,
25th Floor, "Phiroze Jeejeebhoy Towers",
Dalal Street, Mumbai – 400001
Stock Code: 532867

Dear Sir/Madam,

Sub: Proceedings and voting results of the 16th Annual General Meeting of the Company.

The Annual General Meeting (AGM) of the Company was held on Friday, 29th September, 2017 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 21.08.2017, 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 – **Annexure-I.**
2. Intimation of appointment of Director's and Auditor 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 – **Annexure-III.**
4. Combined Report of the Scrutinizer dated 29.09.2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure-IV.**

The voting results along with the Scrutinizer Report dated 29.09.2017 is made available on the Company's website at www.v2retail.com

We request you to take the above on record and oblige.

For V2 Retail Limited

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





ANNEXURE - I

SUMMARY OF THE PROCEEDINGS OF THE 16TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29TH SEPTEMBER, 2017.

This to inform you that 16th Annual General Meeting ("AGM") of the members of the Company has been held on Friday, the 29th September, 2017 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 31st March, 2017 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.

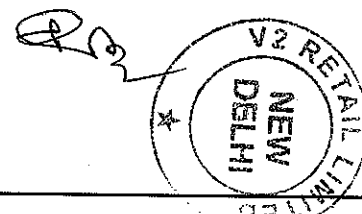
The Chairman further informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company has extended the remote e-voting facility to the members of the Company in respect of businesses transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 AM on Tuesday, 26th September, 2017 and ended at 5.00 PM on Thursday, 28th September, 2017. 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 21.08.2017 were transacted at the meeting:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2017 along with the reports of the Board of Directors' and Auditors' thereon. **(Ordinary Resolution)**
2. Approved the Re-appointment of Smt. Uma Agarwal (DIN: 00495945), Director liable to retire by rotation. **(Ordinary Resolution)**
3. Approved the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants Delhi (Firm Registration No.001076N/N500013), as Statutory Auditors of the Company in place of retiring auditors M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N), for a term of 5 consecutive years, to hold office from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting of the company to be held in the calendar year 2022, subject to an yearly ratification by the members of the company at every Annual General Meeting and authorizing the Board to fix their remuneration. **(Ordinary Resolution)**



SPECIAL BUSINESS

4. Approved the appointment of Mr. Siya Ram (DIN 07350695) as an Independent Director of the Company for a term of 5 consecutive years (**Ordinary Resolution**).
5. Approved the appointment of Mr. Jitender (DIN 07905191), as an Independent Director of the Company for a term of 5 consecutive years (**Ordinary Resolution**).
6. Approved the appointment of Mr. Akash Agarwal (DIN: 03194632), as Whole Time Director of the Company for a term of 5 years w.e.f. 29th September, 2017 (**Special Resolution**).
7. Approved the re-appointment of Mr. Ram Chandra Agarwal (DIN: 00491885), as the Chairman and Managing Director of the Company for a term of 5 years w.e.f November 22, 2016 till November 21, 2021 at a remuneration of Rs. 500,000 p.m. plus perquisites (**Special 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.

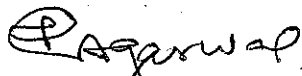
The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed.

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

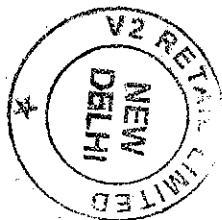
This is for your information and records.

Thanking you,

Yours Faithfully,
For V2 Retail Limited


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

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





ANNEXURE – II

INTIMATION OF APPOINTMENT OF DIRECTORS AND STATUTORY AUDITOR

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 16th Annual General Meeting (AGM) of the company held on Friday, 29th September, 2017 at Khasra No.1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 approved the appointment of (a) Mr. Siya Ram (DIN 07350695) as Independent Director of the company for a term of 5 consecutive years i.e. from 5th May, 2017 to 4th May, 2022; (b) Mr. Jitender(DIN 07905191) as Independent Director of the company for a term of 5 consecutive years i.e. from 29th September, 2017 to 28th September, 2022 and (c) Mr. Akash Agarwal (DIN:03194632) as Whole Time Director of the Company for a term of 5 years i.e. from 29th September, 2017 to 28th September, 2022, at a remuneration of Rs. 3,600,000 p.a. plus perquisites,

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:-

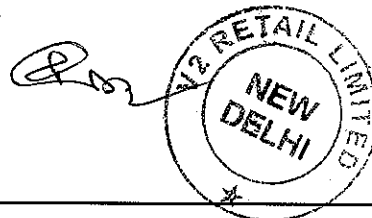
a) Reasons for change i.e. appointment:

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. Siya Ram (DIN 07350695) & Mr. Jitender (DIN 07905191) are being appointed as Independent Directors in the Company.

Further, the shareholders has approved the appointment of Mr. Akash Agarwal (DIN:03194632) as Whole Time Director on the Board of the Company w.e.f. 29th September, 2017 for a period of five (5) years with effect from 29th September, 2017 to 28th September, 2022 , at a remuneration of Rs. 3,600,000 p.a. plus perquisites.

b) Date of Appointment and Term of Appointment:

- (1) Mr. Siya Ram(DIN 07350695) appointed as Independent Director of the company for a term of 5 consecutive years i.e. from 5th May, 2017 to 4th May, 2022
- (2) Mr. Jitender(DIN 07905191) appointed as Independent Director of the company for a term of 5 consecutive years i.e. from 29th September, 2017 to 28th September, 2022 and
- (3) Mr. Akash Agarwal (DIN:03194632) appointed as Whole – Time Director of the company for a term of 5 years i.e. from 29th September, 2017 to 28th September, 2022, at a remuneration of Rs. 3,600,000 p.a. plus perquisites and other terms and conditions (as revised from time to time) and his term of offices shall be liable to retire by rotation



c) **Brief Profile:**

- (i) Mr. Siya Ram is a member of the Institute of the Company Secretary of India and he hold more than 5 years of rich experience in Legal, Finance, Due Diligence and Secretarial Compliance.
- (ii) Mr. Jitender is a member of the Institute of the Company Secretary of India and he holds more than 5 years of rich experience in Legal, Finance, Due Diligence and Secretarial Compliance.
- (iii) Mr. Akash Agarwal is Bachelor of Business Administration (BBA) from Lancaster University (United Kingdom) and he has more the 5 year experience in Retail Industry.

d) **Relationship between directors:-** Mr. Siya Ram and Mr. Jitender does not have any relationship with other directors of the company. Mr. Akash Aggarwal is related to Mr. Ramchandra Aggarwal, Managing Director and Mrs. Uma Agarwal, Whole Time Director of the Company

A) Change in Auditors 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 Audit Committee and Board of Directors, the members of the company in the 16th Annual General Meeting (AGM) of the company held on Friday, 29th September 2017 at Khasra No.1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 approved the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants Delhi (Firm Registration No.001076N/N500013), as Statutory Auditors of the Company in place of retiring auditors M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N), for a term of 5 consecutive years, to hold office from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting of the company to be held in the calendar year 2022, subject to an yearly ratification by the members of the company at every Annual General Meeting and authorize board to fix their remuneration reimbursement of out of pocket expenses, if any, in compliance with the provisions of the Companies Act, 2013.

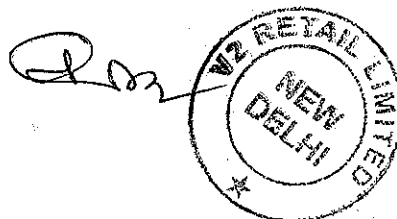
Details w.r.t Change in Auditor of the company as required under Regulation 30, Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:-

e) **Reasons for change i.e. appointment**

In terms of provisions of Section 139 of Companies Act, 2013 and rules made thereunder, every listed company has to company with the sub-section (2) of Section 139 of the Companies Act, 2013 w.r.t mandatory rotation of auditors of the company on completion of the term specified therein and this requirement has to comply not later than the date of the first annual general meeting of the company held, within the period specified under sub-section (1) of section 96, after three years from the date of commencement of this Act.

As the term of M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N), retiring auditor of the company has been completed, therefore to comply with the requirement of the Companies Act, 2013, company has changed its statutory auditors from M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N) to M/s Walker Chandiook & Co LLP, Chartered Accountants Delhi (Firm Registration No.001076N/N500013)

f) **Date of Appointment and Term of Appointment**

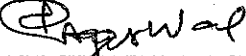


M/s Walker Chandiook & Co LLP, Chartered Accountants Delhi (Firm Registration No.001076N/N500013) appointed as a statutory auditor of the company from the conclusion of 16th Annual General Meeting of the company i.e. w.e.f. 29th September, 2017 for a term of 5 consecutive years i.e. till the conclusion of 21st Annual General Meeting of the company to be held in the calendar year 2022, subject to an yearly ratification by the members of the company at every Annual General Meeting of the company.

g) Brief Profile –

Walker Chandiook & Co LLP (WCCLLP) is registered with the Institute of Chartered Accountants of India as well as the PCAOB (US Public Company Accountancy Oversight Board). WCCLLP licenses audit software as well as audit methodology from Grant Thornton. For multinational companies and other organizations with international operations or interests, WCC LLP has access to Grant Thornton member firms in other countries that adopt the same rigorous standards, and utilize the same tools and methodologies. Walker Chandiook & Co LLP is an independent Indian partnership firm that provides audit, tax and advisory Services.

For V2 Retail Limited


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





16TH ANNUAL GENERAL MEETING – VOTING RESULTS

Details of the voting results of resolutions passed during 16th Annual General Meeting (including e voting) are reproduced hereunder:-

Company Name	V2 RETAIL LIMITED
Date of Declaration of AGM voting Results	September 29, 2017
Total number of share holders on record date/Cutoff Date	21604 equity share holders (as on September 22, 2017)
No. of share holders present in the meeting either in person or through proxy:	44
Promoters and Promoter Group:	8
Public:	36
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 31st March, 2017 along with the reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-
2.	To appoint a director in place of Mrs. Uma Agarwal (DIN: 00495945), who retires by	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-



	rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for reappointment.		Total	62	16150160	100.00	-	-	-
3.	Appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants Delhi (Firm Registration No.001076N/N500013), as Statutory Auditors of the Company in place of retiring auditors M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N), for a term of 5 consecutive years subject to an yearly ratification by the members of the company at every Annual General Meeting	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-
4.	Appointment of Mr. Siya Ram (DIN 07350695) as an Independent Director of the Company for a term of 5 consecutive years.	Ordinary Resolution	E-voting	26	16144926	99.999 97%	5	0.000 03%	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150155	99.999 97	5	0.000 03	-
5.	Appointment of Mr. Jitender (DIN 07905191), as an Independent Director of the Company for a term of 5 consecutive years	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-
6.	Appointment of Mr. Akash Agarwal (DIN: 03194632), as Whole Time Director of the Company for a term of 5 years w.e.f. 29th September, 2017	Special Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-
7.	Re-appointment of Mr. Ram Chandra Agarwal (DIN: 00491885), as the Chairman and Managing Director of the Company for a term of 5 years w.e.f. November 22, 2016 till November 21, 2021 at a remuneration of Rs. 500,000 p.m. plus perquisites	Special Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-





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

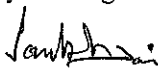
Sub: Report (Combined) on remote e-voting and Ballot Voting on the agenda items transacted at the 16th Annual General Meeting (AGM) of the company held on Friday, September 29, 2017 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.

Dear Sir,

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

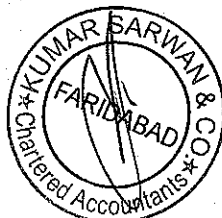
The Board of Directors of M/s V2 Retail Limited for the purpose of scrutinizing, the e-voting process pursuant to Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (Rules) and voting through ballot paper as per the provisions of Companies Act, 2013 on the resolutions set out in the Notice dated 21st August, 2017 of the 16th 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. Friday September 22, 2017 were entitled for voting on the proposed resolutions stated in the Notice of the 16th AGM of the Company. The remote e-voting period was commenced at 9.00 A.M. on Tuesday, September 26, 2017 and ended at 05.00P.M. on Thursday, September 28, 2017.
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 16th 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 and 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.

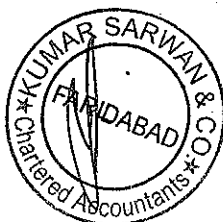

Name: Sambhav Jain


Name: Abhishek Gupta

I have issued separate Scrutinizer's Report dated September 29, 2017 on the remote e-voting and on the ballot voting on September 29, 2017 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 31st March, 2017 along with the reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-
2.	To appoint a director in place of Mrs. Uma Agarwal (DIN: 00495945), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for reappointment.	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-
3.	Appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants Delhi (Firm Registration No.001076N/N500013), as Statutory Auditors of the Company in place of retiring auditors M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N), for a term of 5 consecutive years subject to an yearly ratification by the members of the company at every Annual General Meeting	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
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4.	Appointment of Mr. Siya Ram (DIN 07350695) as an Independent Director of the Company for a term of 5 consecutive years.	Ordinary Resolution	E-voting	26	16144926	99.999 97%	5	0.000 03%	-
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			Total	62	16150155	99.999 97	5	0.000 03	-
5.	Appointment of Mr. Jitender (DIN 07905191), as an Independent Director of	Ordinary Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-



	the Company for a term of 5 consecutive years		Total	62	16150160	100.00	-	-	-
6.	Appointment of Mr. Akash Agarwal (DIN: 03194632), as Whole Time Director of the Company for a term of 5 years w.e.f. 29th September, 2017	Special Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-
7.	Re-appointment of Mr. Ram Chandra Agarwal (DIN: 00491885), as the Chairman and Managing Director of the Company for a term of 5 years w.e.f. November 22, 2016 till November 21, 2021 at a remuneration of Rs. 500,000 p.m. plus perquisites	Special Resolution	E-voting	26	16144931	100.00	-	-	-
			Ballot	36	5229	100.00	-	-	-
			Total	62	16150160	100.00	-	-	-

Total 44 (Forty Four) Members of the company attended the 16th Annual General Meeting.


In View of the above result, I hereby certify that resolutions proposed in 16th AGM Notice dated 21-08-2017 have been passed with requisite majority.

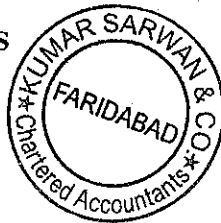
The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You.

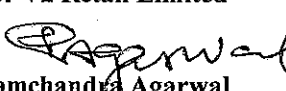
Yours faithfully

For KUMAR SARWAN & CO.
CHARTERED ACCOUNTANTS


(SHARWAN KUMAR GOEL)
MEMBERSHIP NO.: 093010
Firm Regn No. 027892N
PLACE: DELHI
Date: September 29, 2017



Counter Signed By:
For V2 Retail Limited


Ramchandra Agarwal
Chairman & Managing Director
DIN: 00491885
Date: September 29, 2017

