



V2 Retail Limited

Date: 23rd September, 2017

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 4000 51
Script Code V2RETAIL

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

Dear Sir,

Subject: Submission of details regarding the voting results of Postal Ballot (including E-voting) along with scrutinizer report

This is to inform you that the Company has conducted Postal Ballot (including e-voting) in compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with related Rules to transact the business as stated in the Postal Ballot Notice dated 21st August, 2017.

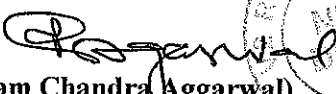
In this regard, Please find enclosed the following:

1. Disclosure of voting results pursuant to Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. (Annexure 1)
2. Consolidated Report of the Scrutinizer, dated 23rd September, 2017 on voting by way of postal ballot (including e-voting). (Annexure 2)
3. Disclosure of events pursuant to Regulation 30 (2) read with Sub-Para 13 of Para-A of Part-A of Schedule III of SEBI ((Listing Obligation & Disclosure Requirements) Regulations, 2015. (Annexure 3)

The results were uploaded on the website of the Company (<http://v2retail.com/>)

Kindly take the same in your records.

THANKING YOU
For V2 Retail Limited


(Ram Chandra Aggarwal)
(Chairman and Managing Director)
(DIN: 00491885)





V2 Retail Limited

DECLARATION OF PROCEEDINGS AND RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek consent of the members of the Company for the Special resolutions to be passed through postal ballot as specified in the Postal Ballot Notice dated 21st August, 2017 ("the said Notice").

The Company had appointed Mr. Sharwan Kumar Goel of KUMAR SARWAN AND CO, Practicing Chartered Accountant, ("Scrutinizer"), as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer has submitted his report on 23rd September, 2017.

On the basis of the report submitted by the scrutinizer, the Company hereby declares that the following resolution has been passed with requisite majority and such resolution is deemed to have been passed on the last date of voting i.e. 21st September, 2017.

Special Resolution No. 1: To amend Memorandum of Association of the Company to Align it with the Companies Act, 2013.

Special Resolution No. 2: To Alter the Object Clause of Memorandum of Association of the Company

Date: 23-09-2017
Place: New Delhi

For V2 Retail Limited

Ramchandra Agarwal
Chairman & Managing Director
DIN: 00491885

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

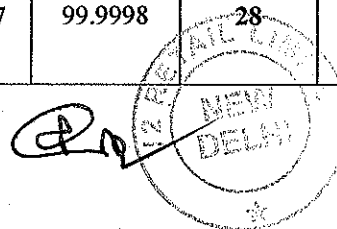


Details of the voting results of resolution passed through postal ballot process (including e voting) are reproduced hereunder:-

Company Name	V2 RETAIL LIMITED
Date of Declaration of Postal Ballot Result	September 23, 2017
Total number of share holders on record date	17, 868 equity share holders (as on August 18, 2017)
No. of share holders present in the meeting either in person or through proxy:	NOT APPLICABLE
Promoters and Promoter Group:	
Public:	
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 amend Memorandum of Association of the Company to Align it with the Companies Act, 2013.	Special Resolution	E-voting	41	16305874	100.00	-	-	-
			Ballot	21	21	100.00	-	-	-
			Total	62	16305895	100.00	-	-	-
2.	To Alter the Object Clause of Memorandum of Association of the Company.	Special Resolution	E-voting	41	16305846	99.9998	28	0.0002	-
			Ballot	21	21	100.00	-	-	-
			Total	62	16305867	99.9998	28	0.0002	-





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 via Postal Ballot Process

Dear Sir,

1. 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 at its meeting held on July 31, 2017 for the purpose of scrutinizing, the Postal Ballot Process which include e voting in respect of following resolution :-

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:

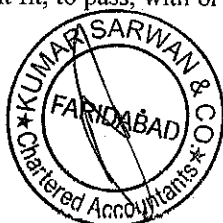
RESOLVED THAT pursuant to the provisions of Section 4 and other applicable provisions, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 or any other law for the time being in force (including any statutory modification (s) or re-enactment thereof, for the time being in force) 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

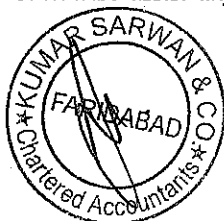
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL



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*

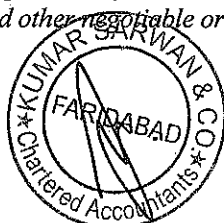


otherwise acquire and hold shares or securities of any such person, association, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.

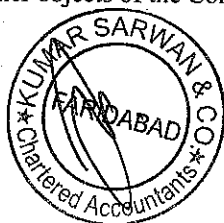
26. *To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the compliance of Central and State laws.*
4. To insert following sub-clauses after sub-clause 31 in Clause III(B) of Memorandum of Association of the Company:
 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 und 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, und construction und 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.”

2. That I had given my consent to act as Scrutinizer vide letter dated July 31, 2017.
3. The Company had extended the facility of e-voting to the shareholders by authorizing Central Depository Services Limited (CDL) as the Authorized Agency to provide e-voting facility.
4. The postal ballot forms were kept under my safe custody before commencing the scrutiny of postal ballot forms.
5. The postal ballot forms were duly opened in the presence of my representatives and were scrutinized. The shareholdings were matched and I confirmed with the register of members of the company / List of beneficiaries as on August 18, 2017.
6. Particulars of all the postal ballot forms received from the member have been entered in the register.
7. All postal ballot forms received and e-voting cast upto 5.00P.M. on September 21, 2017, the last time and date fixed by the Company for receipt of votes were considered for my scrutiny.
8. The members holding shares as on the “Cut Off” date i.e. August 18, 2017 were entitled for voting on the proposed resolutions stated in the Postal Ballot Notice of the Company. The remote e-voting period was commenced at 9.00 A.M. on August 23, 2017 and ended at 05.00P.M. on September 21, 2017.
9. 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 Postal Ballot Notice. 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 remote e-voting facilities for e-voting and also ballot voting as per ballot paper received by me on or before September 21, 2017.
10. After September 21, 2017, last date of submission of Ballot paper, 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 23, 2017 on the remote e-voting and on the ballot voting on September 23, 2017 on the resolution contained in the Postal Ballot notice. As required by management I submit herewith my combined report on the results of e-voting together with that of postal ballot voting as under:-



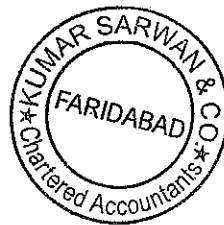
S. No.	Particulars	Ordinary/Special Resolution	Voting	No. of Shareholders voted	Votes in favour		Votes Against		No. of invalid votes
					No. of Shares	% of total valid votes	No. of Shares	% of total valid votes	
1.	To amend Memorandum of Association of the Company to Align it with the Companies Act, 2013.	Special Resolution	E-voting	41	16305874	100.00	-	-	-
			Ballot	21	21	100.00	-	-	-
			Total	62	16305895	100.00	-	-	-
2.	To Alter the Object Clause of Memorandum of Association of the Company.	Special Resolution	E-voting	41	16305846	99.9998	28	0.0002	-
			Ballot	21	21	100.00	-	-	-
			Total	62	16305867	99.9998	28	0.0002	-

In View of the above result, I hereby certify that resolution proposed in Postal Ballot 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 23, 2017



Counter Signed By:
For V2 Retail Limited

Ramchandra Agarwal
Chairman & Managing Director
DIN: 00491885
DATE: SEPTEMBER 23, 2017





V2 Retail Limited

Annexure -3

Disclosure of events pursuant to Regulation 30 (2) read with Sub-Para 13 of Para-A of Part-A of Schedule III of SEBI ((Listing Obligation & Disclosure Requirements) Regulations, 2015

This is to inform you that the Company has conducted special businesses as specified below by way of Postal Ballot (including e-voting) in compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with related Rules. The Company engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting which was remained open from 23rd August, 2017 at 9:00 a.m. and ended on 21st September, 2017 at 5:00 p.m.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appears on the register of members as on cut-off date i.e. 18th August, 2017. The postal ballot notices were sent to all the members through permissible mode. The Company has also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

Mr. Sharwan Kumar Goel of KUMAR SARWAN AND CO, Practicing Chartered Accountant (M. No. 093010) was appointed as Scrutinizer for carrying out the Postal Ballot process (including E-voting) in fair and transparent manner.

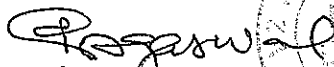
The Memorandum of Association of the Company was framed in terms of provisions of Companies Act, 1956 and with the enactment of Companies Act, 2013, it is expedient to amend Memorandum of Association to align it with the provisions of Companies Act, 2013 for the sake of which the following resolutions were passed with the requisite majority through Postal Ballot (including e-voting):

1. Special Resolution to amend Memorandum of Association of the Company to align it with the Companies Act, 2013
2. Special Resolution to alter object clause of the Memorandum of Association of the Company

The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed w.e.f. 21st September, 2017.

Kindly take the same in your records.

For V2 Retail Limited


(Ram Chandra Aggarwal)
(Chairman and Managing Director)
(DIN: 00491885)

Date: - 23-09-2017

