



V2 Retail Limited

September 12, 2017

To,

National Stock Exchange of India Limited Exchange Plaza, C-1, Block -G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051	Bombay Stock Exchange Limited, "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai-400001
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SUB: DISPATCH OF NOTICE OF EXTRA ORDINARY GENERAL MEETING

We wish to inform you that pursuant to applicable provisions of the Companies Act, 2013 and pursuant to applicable regulation of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the company has completed the physical and electronic dispatch of the Notice of Extra Ordinary General Meeting on **12th September, 2017** to all the members whose names are recorded in the register of members or in register of beneficial interest owners maintained by depositories as on Friday, 8th September, 2017.


Pursuant to Regulation 30 read with Para A of Schedule III of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, enclose herewith the Notice of Extra Ordinary General Meeting to be held on Friday, 6th October, 2017 which has been sent to the shareholders of the Company.

Kindly take the same in your records.

THANKING YOU,

YOURS FAITHFULLY,

For V2 Retail Limited


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





V2 RETAIL LIMITED

CIN- L74999DL2001PLC147724

Registered office: Khasra No. 928, Extended Lal Dora Abadi Village Kapashera,
Tehsil Vasant Vihar, New Delhi South West Delhi - 110037, Ph: 011-41771850,

Email id: cs@vrl.net.in Website: www.v2retail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF V2 RETAIL LIMITED WILL BE HELD ON FRIDAY, THE 6TH DAY OF OCTOBER, 2017 AT KHASRA NO. 1138, SHANI BAZAR CHOWK, RAJOKARI, NEW DELHI 110038 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

1. To issue Equity Shares on preferential basis to Non-Promoter

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provision of Section 42, 62 read with their rules and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and the guidelines issued or prescribed by the Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the rules, regulations, guidelines, notification, circulars and clarifications issued thereon from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), Ministry of Finance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, SEBI, and/or any other competent authorities and the enabling provisions of the Act, the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company’s Shares are listed and subject to necessary approvals, permissions, consents and sanctions of concern statutory and other 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 to by the Board of Directors of the company (hereinafter referred to as the “Board”, which term shall include any committee thereof), consent of the members of the company be and is hereby accorded to offer, issue and allot, on Preferential Allotment basis, 20,00,000 (Twenty Lakhs) equity Shares to India 2020 Fund II, Limited (Foreign Portfolio Investor) Non - Promoter at a price of Rs. 380/- each including premium of Rs. 370/- each, in such manner and on such terms and Conditions as may be prevailing at the time, provided that the price of the Equity Shares so issued shall not be less than the minimum price arrived as per pricing formula under the terms of issue and in accordance with Provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, and on such terms and conditions and in such manner as the Board may think fit.

RESOLVED FURTHER THAT the relevant date for the preferential issue of equity shares as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for the determination of the minimum price for the issue of the above mentioned equity shares is 30 days prior to the date of the Extra-ordinary General Meeting, therefore, the Relevant Date is 6th September, 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the aforesaid issue of the equity Shares shall be on the following terms and conditions:

- a) the Equity Shares to be offered, issued and allotted shall be subject to the provisions of the Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) On or before the date of allotment of the Equity Shares, the allottee shall be liable to pay full consideration of equity shares.
- c) The Equity Shares to be issued and allotted by the Company shall be in dematerialized form.
- d) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By the Order of the Board of Directors

For V2 Retail Limited

Sd/-

Ramchandra Agarwal

Chairman & Managing Director

DIN: 00491885

Date: 12-09-2017

Place: New Delhi

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with their rules, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice.
- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
- All documents referred to in the notice or in the accompanying explanatory statement are open for inspection in physical at the registered office of the Company between 11:00 A.M. to 1:00 P.M. on all working days upto the date of Extra Ordinary General Meeting.
- Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The company shall provide additional forms on written request only.
- Members who are holding shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in Physical form are requested to write their Folio No. in the attendance slip for easier identification and for attending the meeting
- The Notice of the EGM indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. We request shareholders to update their mail address with their depository participant to ensure that the documents reach them on their preferred mail address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at cs@vrl.net.in/ Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited
- The Notice for the Extra Ordinary General Meeting will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Extra Ordinary General Meeting. The above said Notice shall also be available on the Company's website at <http://www.v2retail.com> and on the website of the CDSL: www.cdslindia.com for inspection and downloading by the shareholders of the company.
Business to be transacted at the meeting may be transacted through electronic voting system and company is providing facility for voting by electronic means
- For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
- Members seeking further information on any matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company at the registered office of the company / Share Transfer Agent (RTA), Link Intime India Private Limited, 44, Community Centre, 2nd floor, Naraina Industrial Area, Phase-I, PVR Naraina, New Delhi-110028 and also at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.

13. In Compliance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided an facility to the members to exercise their votes electronically through the electronic voting system facility as provided by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their vote by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.

14. **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is providing facility for voting by electronic means (“e-voting”) to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner on all resolutions set forth in the Notice convening Extra Ordinary General Meeting to be held on 6th October, 2017.

The instructions for shareholders voting electronically are as under:

The voting period begins on Tuesday, 3rd October, 2017 at 09:00 AM and ends on Thursday, 5th October, 2017 at 5:00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29.09.2017 (record date) may cast their vote electronically. Any person who is not a member as on the cut - off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID 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 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"> • 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
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	<ul style="list-style-type: none"> • 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).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach 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 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 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xix) The official responsible to address the grievances connected with voting by electronic means- Mr. Umesh Kumar and Mr. Vipin Kaushik, Ph. No. 011-41771850

15. The Board of Directors has appointed Mr. Sharwan Kumar Goel, Chartered Accountant in practice (Firm Registration No.027892N.) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
16. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company
17. The shareholders can opt for only one mode of voting, i.e. either physically by attending EGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in EGM.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e.29.09.2017.
19. The result of voting shall be declared by the Chairman of the meeting on or after the EGM of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [http:// www.v2retail.com](http://www.v2retail.com) and on the website of the CDSL: www.cdslindia.com within two days of passing of the resolution at the Extra Ordinary General Meeting of the Company
20. The results will also be communicated to stock exchange where the shares of the company are listed.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item 1 : To issue Equity Shares on preferential basis to Non-Promoter

With a view to augment the long term capital resources of the company, to fund the growth plan of the company, working capital requirement and for general corporate purposes, it is proposed to offer, issue and allot, on Preferential Allotment basis, Equity Shares to Foreign Portfolio Investor (FPI) – Non-Promoter at a price of Rs. 380/- each including premium of Rs. 370/- each against such Equity Shares, in such manner and on such price, terms and conditions as mentioned under SEBI(ICDR) Regulations, 2009, provided that the price of the Equity Shares so issued shall not be less than the minimum price arrived at in accordance with Provision of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”), on such other terms and conditions and in such manner as the Board of Directors of The Company (“Board”) may think fit and in accordance with the rules, regulations, guidelines, notifications, circulars, and clarifications issued thereon from time to time by the Government of India (“GOI”), the Reserve bank of India (“RBI”), Ministry of Finance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Securities and Exchange Board of India (“SEBI”), and/or any other competent authorities and the enabling provisions of Companies Act, 2013, the Listing Agreements entered into by the Company with the Stock Exchanges on which Company’s shares are listed and subject to necessary approvals, Permissions, consents and sanctions of Concerned Statutory and other 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 to by the Board.

The Details of the issue, terms of issue, pricing formula and other particulars as required in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 in relation to the resolution proposed under Item No. 1 are given as under:

i) Object of the issue:

The proceeds of the Preferential issue are proposed to be used to augment long term capital resources, meet capital expenditure for Company's existing as well as new growth business, working capital requirement and general corporate purposes.

ii) The proposal of the promoters/Directors/ Key Management Persons to subscribe to the offer:

None of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares.

iii) Securities to be issued:

The resolution set out at Item No. 1 of the accompanying Notice authorize the Board to issue to :-

India 2020 Fund II, Limited (PAN: AADC12854A), Non-Promoter, 20,00,000 (Twenty Lakhs) Equity Shares at a price of Rs. 380/- each including premium of Rs. 370/- each against such Equity Shares in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

iv) Terms of Issue of Equity Shares :

- The proposed allottee of Equity Shares shall on or before the date of allotment of Equity Shares, pay full consideration of equity shares.
- The equity shares issued as above shall rank pari-passu in all respect to dividend, with the fully paid up equity share of the Company, subject however to the provisions of the Companies Act, 2013.
- The Equity Shares to be issued and allotted by the Company shall be in dematerialized form.
- The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009
- In accordance with the FDI Policy and Press Note 8 (2015 series) issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, participation by Foreign Institutional Investor (FII) and Foreign Portfolio Investors (FPI) is as under :

"Foreign Institutional Investor (FII) and Foreign Portfolio Investors (FPI) may in terms of Schedule 2 and 2A of FEMA (Transfer or Issue of Security by Persons Resident Outside India) Regulations, as the case may be, respectively, invest in the capital of an Indian company under the Portfolio Investment Scheme which limits the individual holding of an FII/FPI below 10% of the capital of the company and the aggregate limit for FII/FPI investment to 24% of the capital of the company. This aggregate limit of 24% can be increased to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned through a resolution by its Board of Directors followed by a special resolution to that effect by its General Body and subject to prior intimation to RBI. The aggregate FII/FPI investment, individually or in conjunction with other kinds of foreign investment, will not exceed sectoral/statutory cap."

v) Particulars of Allottee:

India 2020 Fund II, Limited (PAN: AADC12854A), is a Category II Foreign Portfolio Investor registered with SEBI under SEBI (Foreign Portfolio Investors) Regulations, 2014, having registration No. INMUFP159315. It is a Mauritius based Public Company limited by shares, with limited life which intends to subscribe 20,00,000 (Twenty Lakhs) Equity Shares of face value of Rs. 10/- each of the company under this preferential issue;

vi) Under subscription, if any:

Any of the Equity Shares issued as above, that may remain unsubscribed for any reason whatsoever, shall not be offered and allotted by the Board in its discretion to any person/ entity / investor controlled by the Promoters and /or Promoter Group, on the same terms and conditions.

vii) Information about the Proposed Allottee:

The proposed allottee: - India 2020 Fund II, Limited, is not related to promoter nor part of promoter group of the Company. It is a Category II Foreign Portfolio Investor registered with SEBI. The proposed allottee is established in Mauritius, to achieve significant long term capital appreciation for its members primarily through investment in rapidly growing enterprises in India in accordance with the Investment guidelines.

viii) Shareholding Pattern Pre and Post Preferential Issue:

The shareholding pattern giving the present position considering full allotment of Equity Shares to Non-Promoter, as per Resolution 1 of the Notice are given below in two parts:

- a) The Company has issued 10,00,000 (Ten Lakhs) convertible warrant to M/s Ricon Commodities Private Limited, member of the promoter and/or promoter group, which may be converted into equal number of equity shares of the company subject to exercise of option by M/s Ricon Commodities Private Limited, vide shareholder approval dated 30th September, 2016. Post Issue Shareholding Pattern given in below table assuming exercise of option of conversion of warrants into 10,00,000 (Ten Lakhs) equity shares.

Shareholder Category	Pre Preferential Issue Shareholding		No. of equity Shares that may be issued	Post Preferential Issue Shareholding	
	No. of Shares	%		No. of Shares	%
Promoter Holding:					
Promoters (Individual /HUF)	3,706,911	11.99		3,706,911	10.93
Promoter (Body Corporate)	12,592,710	40.72		13,592,710	40.07
Sub- Total (A)	16,299,621	52.71	-	17,299,621	51.00
Non Promoter Holding:					
Public Shareholding					
(1) Institutions					
Mutual Fund	650,000	2.10		650,000	1.92
Financial Institutions/Banks	34,591	0.11		34,591	0.10
Foreign Portfolio Investor			2,000,000	2,000,000	5.90
(2)Non-Institutions					
Individuals					
Individual shareholders holding nominal share capital up to Rs. 2 lacs	4,286,675	13.86		4,286,675	12.64
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	5,078,758	16.42		5,078,758	14.97
Any Others (Specify)					
Bodies Corporate	3,857,473	12.47		3,857,473	11.37
Non Resident Indians	268,847	0.87		268,847	0.79
Clearing Members	266,307	0.86		266,307	0.79
Hindu Undivided Families	180,412	0.58		180,412	0.53
Sub Total (B)	14,623,063	47.29	2,000,000	16,623,063	49.00
(C) Shares held by Custodians and against which Depository Receipts have been issued					
(1) Promoter and Promoter Group					
(2) Public					
Sub Total (C)					
Total (A+B+C)	30,922,684	100.00	2,000,000	33,922,684	100.00

- b) The Company has issued 10,00,000 (Ten Lakhs) convertible warrant to M/s Ricon Commodities Private Limited, member of the promoter and/or promoter group, which may be converted into equal number of equity shares of the company subject to exercise of option by M/s Ricon Commodities Private Limited, vide shareholder approval dated 30th September, 2016. Post Shareholding Pattern given in below table assuming that such warrant holder does not exercise his right to convert warrant into 10,00,000 (Ten Lakhs) equity shares.

Shareholder Category	Pre Preferential Issue Shareholding		No. of equity Shares that may be issued	Post Preferential Issue Shareholding	
	No. of Shares	%		No. of Shares	%
Promoter Holding:					
Promoters (Individual /HUF)	3,706,911	11.99		3,706,911	11.26
Promoter (Body Corporate)	12,592,710	40.72		12,592,710	38.25
Sub- Total (A)	16,299,621	52.71	-	16,299,621	49.51
Non Promoter Holding:					
Public Shareholding					
(1) Institutions					
Mutual Fund	650,000	2.10		650,000	1.97
Financial Institutions/Banks	34,591	0.11		34,591	0.11

Foreign Portfolio Investor			2,000,000	2,000,000	6.07
(2) Non-Institutions					
Individuals					
Individual shareholders holding nominal share capital up to Rs. 2 lacs	4,286,675	13.86		4,286,675	13.02
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	5,078,758	16.42		5,078,758	15.43
Any Others (Specify)					
Bodies Corporate	3,857,473	12.47		3,857,473	11.72
Non Resident Indians	268,847	0.87		268,847	0.82
Clearing Members	266,307	0.86		266,307	0.81
Hindu Undivided Families	180,412	0.58		180,412	0.55
Sub Total (B)	14,623,063	47.29	2,000,000	16,623,063	50.49
(C) Shares held by Custodians and against which Depository Receipts have been issued					
(1) Promoter and Promoter Group					
(2) Public					
Sub Total (C)					
Total (A+B+C)	30,922,684	100.00	2,000,000	32,922,684	100.00

NOTE:-

The above shareholding has been prepared on the basis of following:-

- Shareholding Pattern as on 30th June, 2017 and
- Post Preferential Allotment holding is determined on the assumption that proposed allottees shall apply for Equity Shares at a price of Rs. 380/- each.

ix) Proposed Time within which the preferential issue /allotment shall be completed

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Company shall complete the allotment(s) of equity Shares within a period of 15 days from the date of passing of resolution by the shareholders of the company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

x) Change in Control:

The issue of the Equity Shares will not result in any change in the management or control of the Company.

xi) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control the proposed allottee and the percentage of post preferential issued capital that may be held by them:-

Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-Allotment		No. of Equity Shares to be issued in Preferential Allotment	Post-Allotment*		Post-Allotment**	
			No. of Shares	%		No. of Shares	%	No. of Shares	%
India 2020 Fund II, Limited	Non Promoter - (Foreign Portfolio Investor)	There is no natural person/individual who are ultimately holding greater than or equal to 25% beneficial interest directly/indirectly in the company	Nil	Nil	20,00,000	20,00,000	6.07	20,00,000	5.90

The identity of the natural person who holds the position of senior managerial official in the company and running day to day affairs of the company are as follows:-

- a) L'Ecluse, Marie Estelle Corinne – Director
- b) Brian Paul Larcombe – Director
- c) Sandeep Fakun – Director

* The Company has issued 10,00,000 (Ten Lakhs) convertible warrant to M/s Ricon Commodities Private Limited, member of the promoter and/or promoter group, which may be converted into equal number of equity shares of the company subject to exercise of option by M/s Ricon Commodities Private Limited, vide shareholder approval dated 30th September, 2016. Post Shareholding Pattern given in above table assuming that such warrant holder does not exercise his right to convert warrant into 10,00,000 (Ten Lakhs) equity shares.

**The Company has issued 10,00,000 (Ten Lakhs) convertible warrant to M/s Ricon Commodities Private Limited, member of the promoter and/or promoter group, which may be converted into equal number of equity shares of the company subject to exercise of option by M/s Ricon Commodities Private Limited, vide shareholder approval dated 30th September, 2016. Post Issue Shareholding Pattern given in above table assuming exercise of option of conversion of warrants into 10,00,000 (Ten Lakhs) equity shares.

Further, Post Preferential Allotment holding is determined on the assumption that proposed allottee shall apply for Equity Shares at a price of Rs. 380/- each.

xii) Undertakings:

Since the equity shares of the Company has been listed on the recognized stock exchanges for a period of more than 6 months prior to the relevant date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the ICDR Regulations

Xiii) Relevant date and Price Formula

The pricing of the Equity Shares to be allotted to Non Promoter on preferential basis shall not be lower than the minimum price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations.

The issue of equity shares on preferential basis shall be made at a price of Rs. 380/- each (including premium of Rs. 370/- each) which is not less than higher of the following or as per the law prevailing at the time of allotment of Equity shares:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 (two) weeks preceding the 'relevant date'.
- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 26 (twenty six) weeks preceding the 'relevant date'.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations. The minimum price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

Relevant Date for the determination of the minimum price for the issue of the above mentioned Equity Shares is 6th September, 2017 being 30 days prior to the date of the Extra-Ordinary General Meeting of the company i.e. 6th October, 2017, the minimum price calculated as per this relevant date is Rs.379.53/- per share. This pricing formula is subject to compliance of provisions of Chapter VII of the SEBI (ICDR) Regulations 2009 and approval of statutory authorities, if required.

Xiv) Others:

The certificate of the statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations shall be placed before the shareholders at the meeting and will be open for inspection at the Registered Office of the Company between 11.00 AM to 01:00 PM on any working day except Public Holidays.

As it is proposed to issue equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 42 and 62 of Companies Act, 2013 and Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations. The Board therefore recommends the special resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their shareholding, if any

The Board recommends the Special Resolutions No. 1of this Notice for the approval by the Members.

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

Date: 12-09-2017
Place: New Delhi

Sd/
Ramchandra Agarwal
Chairman & Managing Director
DIN: 00491885



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, **Website:** www.v2retail.com
CIN - L74999DL2001PLC147724

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING.

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDERS :

I hereby record my presence at the **EXTRA – ORDINARY GENERAL MEETING** held on Friday, October 6, 2017 at hasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038

*Applicable for investors holding shares in electronic form.

.....
Signature of Shareholder / Proxy

Proxy Form

Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



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, **Website:** www.v2retail.com
CIN - L74999DL2001PLC147724

Extra - Ordinary General Meeting on Friday, October 6, 2017 at 10.00 A.M

Name of the member(s):		E-mail Id:	
Registered Address:		Folio No/*Client Id: *DP Id:	

I/We, being the member(s) of _____ shares of V2 Retail Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary General Meeting of the Company, to be held on **Friday, October 6, 2017** at 10.00 a.m. at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038 and any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Description of the Resolutions	For	Against
Special Business			
1	Preferential Issue of Equity Shares		

* Applicable for investors holding shares in electronic form.

Signed this.....day of, 2017

Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Affix
Revenue
Stamp of
Rs.1/-

NOTES:

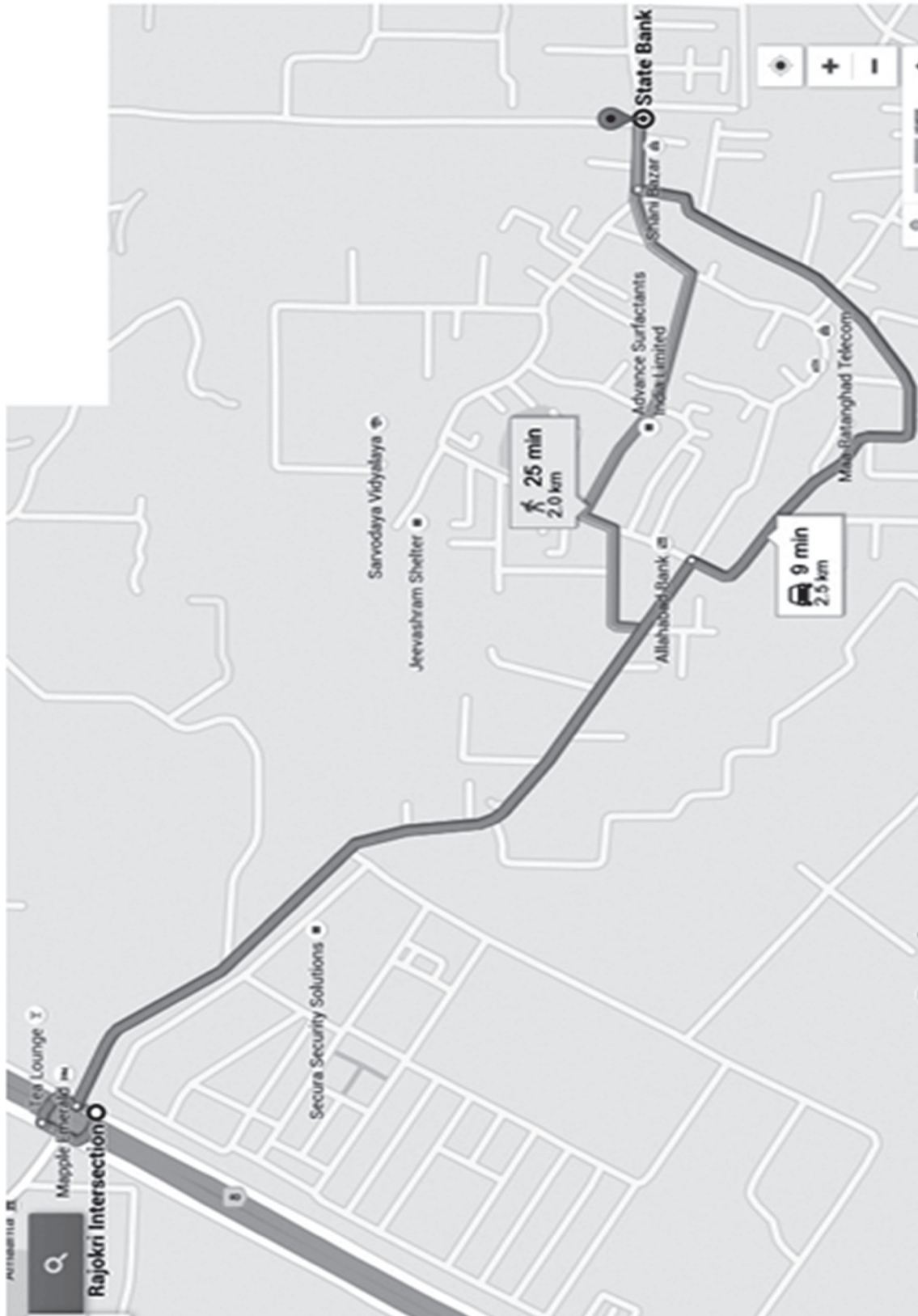
- (1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Route map to the venue of the Extra – Ordinary General Meeting

Venue of EGM: Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi - 110 038

Landmark: SBI-ATM at Shani Bazar

The venue is located near the SBI-ATM at Shani Bazar. Proximity of the place from the Delhi-Jaipur Road is shown herein below:



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