



# V2 Retail Limited

29<sup>th</sup> September, 2018

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai 4000 51 Stock Code: V2 RETAIL	<b>BSE (Bombay Stock Exchange) Limited,</b> 25 <sup>th</sup> Floor, "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai – 400001 Stock Code: 532867
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Dear Sir/Madam,

**Sub: Proceedings and voting results of the 17<sup>th</sup> Annual General Meeting of V2 Retail Limited.**

The Annual General Meeting ("AGM") of the Company was held on Saturday, 29<sup>th</sup> September, 2018 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 01.09.2018, 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 as **Annexure-I.**
2. Voting results of the business transacted at the AGM, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-II.**
3. Combined Report of the Scrutinizer dated 29.09.2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure-III.**

The voting results along with the Scrutinizer Report dated 29.09.2018 is made available on the Company's website at [www.v2retail.com](http://www.v2retail.com)

We request you to take the above on your record.

For V2 Retail Limited

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





## ANNEXURE - I

### SUMMARY OF THE PROCEEDINGS OF THE 17<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29<sup>TH</sup> SEPTEMBER, 2018.

This to inform you that 17<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company has been held on Saturday, the 29<sup>th</sup> September, 2018 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 31<sup>st</sup> March, 2018 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 Wednesday, 26<sup>th</sup> September, 2018 and ended at 5.00 PM on Friday, 28<sup>th</sup> September, 2018. 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.

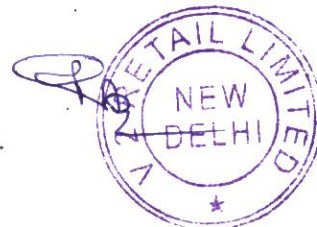
The following items of business, as per the Notice of AGM dated 01.09.2018 were transacted at the meeting:

#### **ORDINARY BUSINESS**

1. Adoption of Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 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 Ratification of Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company from Conclusion of this AGM to Next AGM. **(Ordinary Resolution)**

#### **SPECIAL BUSINESS**

No Special Business was transacted during the 17<sup>th</sup> Annual General Meeting.



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





## 17th ANNUAL GENERAL MEETING – VOTING RESULTS

Details of the voting results of resolutions passed during 17th Annual General Meeting (including e voting) are reproduced hereunder:-

Company Name	<b>V2 RETAIL LIMITED</b>
Date of Declaration of AGM voting Results	Saturday, September 29, 2018
Total number of share holders on record date/Cutoff Date	23,422 Equity Share Holders (as on September 22, 2018) September 22, 2018 was cut off date for reckoning the voting right of the members for 17th AGM)
No. of share holders present in the meeting either in person or through proxy:	71
Promoters and Promoter Group:	8
Public:	63
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, 2018 along with the reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	E-voting	38	20799057	99.46	113599	0.54	0
			Ballot	42	1491	100	0	0	0
			<b>Total</b>	<b>80</b>	<b>20800548</b>	<b>99.46</b>	<b>113599</b>	<b>0.54</b>	<b>0</b>



Khasra No. 919,921,926,928, Extended Lal Dora Abadi Village Kapashera Teshil Vasant Vihar, South West Delhi -110037 Land Mark:- Fun N Food Village Amusement Park • Tel.: 011-41771850

• E-mail : [customercare@vrl.net.in](mailto:customercare@vrl.net.in), [cs@vrl.net.in](mailto:cs@vrl.net.in) • Website: [www.v2retail.com](http://www.v2retail.com) • CIN : L74999DL2001PLC147724

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	39	20994693	99.78	47275	0.22	0
		Ballot	42	1491	100	0	0	0
		<b>Total</b>	<b>81</b>	<b>20996184</b>	<b>99.78</b>	<b>47275</b>	<b>0.22</b>	<b>0</b>
3. Ratification of Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company from Conclusion of this AGM to Next AGM	Ordinary Resolution	E-voting	39	20975614	99.68	66354	0.32	0
		Ballot	42	1491	100	0	0	0
		<b>Total</b>	<b>81</b>	<b>20977105</b>	<b>99.68</b>	<b>66354</b>	<b>0.32</b>	<b>0</b>

For V2 Retail Limited

  
**Ramchandra Agarwal**  
 Chairman & Managing Director  
 DIN: 00491885

Date: September 29, 2018



**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 17<sup>th</sup> Annual General Meeting ("AGM") of the company held on Saturday, September 29, 2018 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 1<sup>st</sup> September, 2018 of the 17<sup>th</sup> 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. Saturday, September 22, 2018 were entitled for voting on the proposed resolutions stated in the Notice of the 17<sup>th</sup> AGM of the Company. The remote e-voting period was commenced at 9.00 A.M. on Wednesday, September 26, 2018 and ended at 05.00P.M. on Friday, September 28, 2018.
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 17<sup>th</sup> 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 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, 2018 on the remote e-voting and on the ballot voting on September 29, 2018 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, 2018 along with the reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	E-voting	38	20799057	99.46	113599	0.54	0
			Ballot	42	1491	100	0	0	0
			<b>Total</b>	<b>80</b>	<b>20800548</b>	<b>99.46</b>	<b>113599</b>	<b>0.54</b>	<b>0</b>
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	39	20994693	99.78	47275	0.22	0
			Ballot	42	1491	100	0	0	0
			<b>Total</b>	<b>81</b>	<b>20996184</b>	<b>99.78</b>	<b>47275</b>	<b>0.22</b>	<b>0</b>
3.	Ratification of Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company from Conclusion of this AGM to Next AGM	Ordinary Resolution	E-voting	39	20975614	99.68	66354	0.32	0
			Ballot	42	1491	100	0	0	0
			<b>Total</b>	<b>81</b>	<b>20977105</b>	<b>99.68</b>	<b>66354</b>	<b>0.32</b>	<b>0</b>

Total **71 (Seventy One)** Members of the company attended the 17<sup>th</sup> Annual General Meeting.

In View of the above result, I hereby certify that resolutions proposed in 17<sup>th</sup> AGM Notice dated 01-09-2018 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

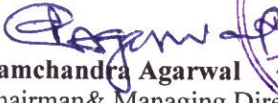
Firm Regn No. 027892N

PLACE: DELHI

Date: September 29, 2018

Counter Signed By:

For V2 Retail Limited



**Ramchandra Agarwal**  
Chairman & Managing Director

DIN: 00491885

Date: September 29, 2018