

Date: September 30, 2016

To,

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(East) Mumbai-400051 NSE Code- V2RETAIL	BSE (Bombay Stock Exchange) Limited -25th floor, "Phiroze Jeejeebhoy Tower", Dalal Street, Narimal Point, Mumbai-400004 BSE Code-532867
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Dear Sir/ Madam,

SUB:-1) OUTCOME OF 15th ANNUAL GENERAL MEETING (AGM)

2) DISCLOSURE UNDER REG. 30 OF SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATIONS, 2015

This is to inform you that the 15th Annual General Meeting (AGM) of the Company has been duly convened and held on **Friday, 30th September, 2016 i.e. today**, at 10:00 a.m. at "Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038."

Please note that in compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended e-voting facility to the Members of the Company in respect of business transacted at the 15th AGM through remote e-voting and also facilitate voting at the AGM through Ballot Paper.

The remote e-voting commenced on Tuesday, 27th September, 2016 (9:00 A.M. IST) and ended on Thursday, 29th September, 2016 (5:00 P.M. IST). M/s Kumar Sarwan and Co., were appointed as Scrutinizer by the Board for scrutinizing voting process in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated August 31st, 2016, were transacted at the meeting:

1. Adoption of Audited Financial Statement along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016.
2. To appoint a director in place of Smt. 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 re-appointment.
3. Appointment of M/s AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) as Statutory Auditors of the Company and fixation of their remuneration.
4. To appoint Mr. Lalan Yadav as an Independent Director of the Company.
5. To Authorise the Board of Directors for borrowing money.
6. To increase in remuneration of Mr. Ram Chandra Agarwal (Managing Director)

R. Agarwal



7. To increase in remuneration of Mrs. Uma Agarwal (Whole Time Director).
8. To approve V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the scheme.
9. To issue Specified Securities on Preferential basis to Promoter and/ or Promoter Group and Non-Promoter and/ or Non Promoter Group.

All the resolutions as mentioned above were considered by the Members of the Company.

A copy of the proceedings of the AGM and the voting results along with the Consolidated Scrutinizer's Report under Regulation 30 read with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be submitted to the Exchanges within the stipulated time.

Further, the detailed disclosure/ information for the aforesaid approved matters no. 8 & 9 are enclosed as Annexure-1, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by the Securities and Exchange Board of India.

The same 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-1

DISCLOSURE UNDER REG. 30 of SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATIONS, 2015

To approve V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the scheme.

Particulars	
1) Brief details of options granted	The maximum number of options to be granted under V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') shall not exceed 1244380 options.
2) Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable);	The Scheme is in due compliance with the terms of SEBI (SBEB) Regulations, 2014.
3) Total number of shares covered by these options;	Each option is convertible into equal number of fully paid up Equity Shares of the Company of face value of Rs. 10 each i.e. 1244380 Equity shares of Rs. 10 each.
4) Pricing formula;	Exercise price shall be the Face Value of Share or any other price not exceeding market price at the time of grant of options as recommended by the committee subject to approval of Board.
5) Options vested;	N.A.
6) Time within which option may be exercised;	The vested options need to be exercised within a period not exceeding 90 days from the date of vesting of such options.
7) Options exercised;	N.A.
8) Money realized by exercise of options;	N.A.
9) The total number of shares arising as a result of exercise of option;	Total number of shares which will arise pursuant to exercise of options will not exceed 1244380.

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10) Options lapsed;	N.A.
11) Variation of terms of options;	N.A.
12) Brief details of significant terms;	The scheme will be implemented via direct route and be administered by the Nomination and Remuneration Committee of the Company. The Scheme covers 1244380 options to be convertible into equal number of fully paid up Equity Shares of the Company of face value of Rs. 10 each. The maximum vesting period of options under the scheme is 3 (three) years from the date of grant of such options.subject to the fulfillment of any terms and conditions as may be stipulated by the Committee in the Grant letter. The vested options will be exercisable upto 90 days from the date of vesting of such options. The shares allotted pursuant to exercise of options will not be subject to any lock-in.
13) Subsequent changes or cancellation or exercise of such options;	N.A.
14) Diluted earnings per share pursuant to issue of equity shares on exercise of options.	No exercise has taken place till now.

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To issue Specified Securities on Preferential basis to Promoter and/ or Promoter Group and Non- Promoter and/ or Non Promoter Group.

- 1) **Type of securities proposed to be issued:**
Equity Shares & Convertible Warrants
- 2) **Type of issuance:**
Preferential Allotment
- 3) **Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):**
 - a) 30,00,000 (Thirty Lakhs) Equity Shares to the persons other than Promoter and/or Promoter Group;
 - b) 10,00,000 (Ten Lakhs) Equity Shares to the member of Promoter and/or Promoter Group; and
 - c) 10,00,000 (Ten Lakhs) Convertible Warrants (hereinafter referred to as the "Warrants") to the member of Promoter and/or Promoter Group
- 4) **In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):**
 - i. **Names of the Investors;**
 - a) Mr. Vivek Lodha (PAN: ABOPL3588K), other than Promoter and/or Promoter Group
 - b) Mr. Naresh Kumar Bhargava (PAN No. ACGPB3112N), other than Promoter and/or Promoter Group
 - c) Mr. Pramod Chand Mahnot (PAN No. AAPP5898M), other than Promoter and/or Promoter Group
 - d) M/s Ricon Commodities Private Limited (PAN No. AACCR7304R), member of the Promoter and/or Promoter Group
 - ii. **Post Allotment of Securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;**
N.A.
 - iii. **In Case of Convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;**
N.A.
- 5) **Any cancellation or termination of proposal for issuance of securities including reasons thereof.**
N.A.

Bhargava

