

November 22, 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-400001~~ ~~BSE Code-532867~~
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SUB: INTIMATION REGARDING OUTCOME OF BOARD MEETING

Dear Sir/Madam,

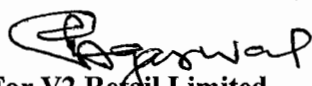
This is to inform you that Board of Directors in their meeting held today i.e. Tuesday, November 22, 2016 at registered office of the company situated at Khasra No. 928, Extended Lal Dora Abadi Village Kapashera, Tehsil Vasant Vihar, New Delhi – 110037, from 2:00 p.m. and concluded at 5:30 p.m., take the following decision:-

To allot :- a) 10,00,000 (Ten Lakhs) Equity Shares to Mr. Vivek Lodha, other than Promoter and/or Promoter Group (b) 10,00,000 (Ten Lakhs) Equity Shares to Mr. Naresh Kumar Bhargava, other than Promoter and/or Promoter Group (c) 10,00,000 (Ten Lakhs) Equity Shares to Mr. Pramod Chand Mahnot, other than Promoter and/or Promoter Group and (d) 10,00,000 (Ten Lakhs) Equity Shares & 10,00,000 (Ten Lakhs) convertible warrants to M/s Ricon Commodities Private Limited, member of the Promoter and/or Promoter Group,

at a price of Rs. 75/- each including premium of Rs. 65/-.

Kindly take same on your records.

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



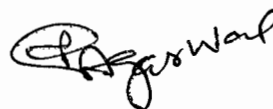
CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE 09/2016-17 BOARD MEETING OF V2 RETAIL LIMITED HELD ON TUESDAY, NOVEMBER 22, 2016 AT 2:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT KHASRA NO. 928 EXTENDED LAL DORA ABADI VILLAGE KAPASHERA, TEHSIL VASANT VIHAR, NEW DELHI - 110037.

“RESOLVED THAT in accordance with the provisions 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 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, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2009 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, 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 board of directors of the company be and is hereby accorded to allot :-

- a) 10,00,000 (Ten Lakhs) Equity Shares to Mr. Vivck Lodha, other than Promoter and/or Promoter Group
- b) 10,00,000 (Ten Lakhs) Equity Shares to Mr. Naresh Kumar Bhargava, other than Promoter and/or Promoter Group
- c) 10,00,000 (Ten Lakhs) Equity Shares to Mr. Pramod Chand Mahnot, other than Promoter and/or Promoter Group
- d) 10,00,000 (Ten Lakhs) Equity Shares to M/s Ricon Commodities Private Limited, member of the Promoter and/or Promoter Group and
- e) 10,00,000 (Ten Lakhs) convertible warrants to M/s Ricon Commodities Private Limited, member of the Promoter and/or Promoter Group which are convertible at the option of Warrant holder in one or more tranches, with such warrant carrying an option/entitlement to subscribe to equal number of equity shares of the face value of Rs. 10.00 each within a maximum period of 18 months from the date of allotment of Warrant,

at a price of Rs. 75/- each including premium of Rs. 65/- each on such terms and conditions as approved by the shareholders of the company in their duly convened Annual General meeting held on 30th September, 2016 and as In-principal approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2009 get from Bombay Stock Exchange Limited and National Stock of Exchange Limited respectively on 24th October, 2016 and 18th November, 2016.

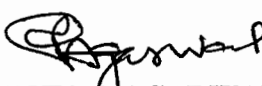
RESOLVED FURTHER THAT the above mentioned equity shares, be credited to respective accounts of the allottees through Corporate Action i.e.:-



Sr. No.	Name of the Allottee	No. of Equity Shares	DP ID	Client ID	DP Name
1	Mr. Vivek Lodha	10,00,000	IN303606	10000738	Bhargava Lodha Stock Brokers Private Limited
2	Mr. Naresh Kumar Bhargava	10,00,000	IN303606	10000488	Bhargava Lodha Stock Brokers Private Limited
3	Mr. Pramod Chand Mahnot	10,00,000	IN303606	10001022	Bhargava Lodha Stock Brokers Private Limited
4	Ricon Commodities Private Limited	10,00,000	IN300966	10491234	Globe Capital Market Limited
5	Ricon Commodities Private Limited	10,00,000	IN300966	10491234	Globe Capital Market Limited

RESOLVED FURTHER THAT the Mr. Ram Chandra Aggarwal, Chairman and Managing Director and/or Mr. Umesh Kumar, Company Secretary & Compliance Officer of the company be and is hereby jointly or severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for the purpose of giving effect to this Resolution and to file such e-forms and to execute all such documents as may be required.”

**Certified True Copy
For V2 RETAIL LIMITED**


RAM CHANDRA AGGARWAL
 (Chairman and Managing Director)
 DIN No. – 00491885
 ADD: B1-801, LAGOON APARTMENT,
 AMBIENCE ISLAND, GURGAON, 122002, Haryana



Date:- 22-11-2016



AKGVG & ASSOCIATES

Chartered Accountants

To
The Board of Directors
V2 Retail Limited
Khasra No. 928, Extended Lal Dora,
Abadi Village, Kapashera,
Tehsil Vasant Vihar
New Delhi -110037

Dear Sir,

SUB: CERTIFICATE PURSUANT TO REGULATION 77(6) CONTAINED IN CHAPTER VII (PREFERENTIAL ISSUE) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2009

On the basis of verification of records and documents produced and upon information and explanation given to us with respect to preferential allotment by V2 Retail Ltd., having its Registered Office at Khasra No. 928, Extended Lol Dora, Abadi Village, Kapashera, Tehsil Vasant Vihar, New Delhi – 110037, we hereby certify that:-

1. The Company has realized the application/allotment money from the allottees :

Sr. No.	Name of the Allottee	Equity Shares / Convertible Warrants	No.s	Amount (Rs.)	Date of Receipt	Category
1	Mr. Vivek Lodha	Equity Shares	10,00,000	7,50,00,000/-	21/11/2016	Other than Promoters and/or Promoter Group
2	Mr. Naresh Kumar Bhargava	Equity Shares	10,00,000	7,50,00,000/-	22/11/2016	
3	Mr. Pramod Chand Mahnot	Equity Shares	10,00,000	7,50,00,000/-	22/11/2016	
4	Ricon Commodities Private Limited	Equity Shares	10,00,000	7,50,00,000/-	22/11/2016	Promoters and/or Promoter Group
5	Ricon Commodities Private Limited	Convertible Warrants	10,00,000	1,87,50,000/-	22/11/2016	
Total			50,00,000	31,87,50,000/-		

We hereby confirm that the amount specified above has been received on the date mentioned above and there was no circulation of funds or mere passing of book entries in this regard.

2. We further confirm that the company is in compliance with sub-regulation (5) of Regulation 77 of SEBI (ICDR) Regulations, 2009, sub-section 6 of section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and relevant documents, including records of bank account statements of the relevant allottee's regarding subscription money received from their bank accounts are maintained by the issuer i.e. V2 Retail Limited.

For AKGVG & Associates
Chartered Accountant
FRN No. 018598N

Vimal Kumar Saini
Partner

Membership No. 515915

Place: New Delhi

Date: 22nd Nov. 2016

