

September 30, 2015

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051	Bombay Stock Exchange Limited "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai -400001
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Subject: Voting result pursuant to Clause 35A of the Equity Listing Agreement

Ref: V2 Retail Limited (Symbol: V2RETAIL, Scrip Code: 532867)

Dear Sir/Ma'am,

This is to inform you that the 14th Annual General Meeting (AGM) of the members of the Company held today on Wednesday, September 30, 2015 at 10:00 AM at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038

As per Clause 35A of the Listing Agreement, the details regarding voting results of the business transacted at the AGM are as under:

Sr. No.	Description	Particulars		
A	Date of the AGM	September 30, 2015		
B	Book Closure Date	September 22, 2015 to September 30, 2015		
C	Total No. of Shareholders on Record Date (Cut-off Date)	18945		
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	Present in Person	Present through Proxy	Total
	Promoter and Promoter Group	10	0	10
	Public	46	0	46
E	No. of Shareholder attended the meeting through Video Conferencing			
	No Video Conferencing facility was made available			



AGENDA ITEMS

The following businesses were transacted at the AGM:

Sl. No.	Particulars	Ordinary /Special Resolution	Voting	No. of Share holders 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.	Adoption of financial Statements for the Financial year ended March 31, 2015 and reports of Board of Directors' and Auditors' thereon.	Ordinary Resolution	E-voting	21	15300260	99.99	10	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300374	100	10	0.00	0
2.	Appointment of 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	21	15300210	99.99	60	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300324	100	60	0.00	0
3.	Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of next AGM and fixation of his remuneration.	Ordinary Resolution	E-voting	21	15300260	99.99	10	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300374	100	10	0.00	0



4.	Ratification of of Convertible Warrant to on BCCL preferential allotment basis.	Special Resolution	E-voting	21	15300260	99.99	10	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300374	100	10	0.00	0
5.	Fixation of payment of remuneration to Mr. Ram Chandra Agarwal (DIN: 00491885), as Managing Director of the company	Special Resolution	E-voting	21	15300210	99.99	60	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300324	100	60	0.00	0
6.	Fixation of payment of remuneration to Mrs. Uma Agarwal(DIN: 00495945), as Whole-Time Director of the company	Special Resolution	E-voting	21	15300210	99.99	60	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300324	100	60	0.00	0

The above is for your information and dissemination to the members.

Thanking you
Yours truly,

For V2 Retail Limited


(Ramchandra Agarwal)

Chairman & Managing Director





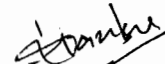
Scrutinizer's Report-Combined

To,
The Chairman
M/s V2 Retail Limited
(CIN-L74999DL2001PLC147724)
Plot No. 8, Pocket-2, Block-A,
Rangpuri Extensions, NH-8
Delhi -110037

Sub: Report (Combined) on remote e-voting and Poll on the agenda items transacted at the Annual General Meeting (AGM) of the company held on Wednesday, September 30, 2015 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.

Dear Sir,

1. I, Loveneet Handa, a Company Secretary in Practice, have been appointed as a scrutinizer by
 - (i) The Board of Directors of M/s V2 Retail Limited at its meeting held on August 21, 2015 for the purpose of scrutinizing the remote 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
 - (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolution contained in the notice to the Annual General Meeting (AGM) of the members of the Company, held on the Wednesday, September 30, 2015 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.
2. The members holding shares as on the "Cut Off" date i.e. Wednesday September 23, 2015 were entitled for remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The remote e-voting period was commenced at 9.00 A.M. on Sunday, September 27, 2015 and ended at 05.00P.M. on Tuesday, September 29, 2015.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll 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 above, based on the reports generated from the remote 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 poll (through electronics means) at AGM.
4. After counting the votes conducted at the venue of AGM, the votes cast through remote e-voting were unblocked by me on September 30, 2015 after the conclusion of the meeting in the presence of 2 witnesses CS Akansha Gupta, and Ms. Kanika Chhabra, who are not in the employment of the Company. They have signed below as witness to the unblocking of votes.

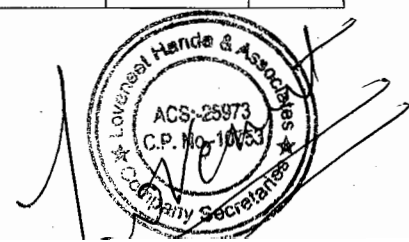
Name:  Akansha Gupta

Name:  Kanika Chhabra



I have issued separate Scrutinizer's Report dated September 30, 2015 on the remote e-voting and September 30, 2015 on the poll on the resolution contained in the notice to the AGM. As required by management I submit herewith my combined report on the results of remote e-voting together with that of poll as under:-

Sl. 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.	Adoption of financial Statements for the Financial year ended March 31,2015 and reports of Board of Directors' and Auditors' thereon.	Ordinary Resolution	E-voting	21	15300260	99.99	10	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300374	100	10	0.00	0
2.	Appointment of 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	21	15300210	99.99	60	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300324	100	60	0.00	0
3.	Re-appointment of M/s AKGVG & Associates, Chartered Accountants ((Firm Registration No. 018598N) as an Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of next AGM)	Ordinary Resolution	E- Voting	21	15300260	99.99	10	0.00	0
			Poll	23	114	100	0	0.00	0
			Total	44	15300374	100	10	0.00	0



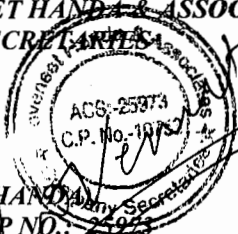
4.	Ratification of allotment of Convertible Warrant to BCCL on preferential allotment basis	Special Resolution	E-Voting	21	15300260	99.99	00	0.00	0
			Poll	23	114	100	00	0.00	0
			Total	44	15300374	100	00	0.00	0
5.	Fixation of payment of remuneration to Mr. Ram Chandra Agarwal (DIN: 00491885), as Managing Director of the company	Special Resolution	E-Voting	21	15300210	99.99	00	0.00	0
			Poll	23	114	100	00	0.00	0
			Total	44	15300324	100	00	0.00	0
6.	Fixation of payment of remuneration to Mrs. Uma Agarwal(DIN: 00495945), as Whole-Time Director of the company	Special Resolution	E-Voting	21	15300210	99.99	00	0.00	0
			Poll	23	114	100	00	0.00	0
			Total	44	15300324	100	00	0.00	0

Thanking You.

Yours faithfully

For LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARIES

(LOVENEET HANDA)
MEMBERSHIP NO.: 25973
CP. NO.: 10753



PLACE: DELHI

DATE: SEPTEMBER 30, 2015



FORM No. MGT-13

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

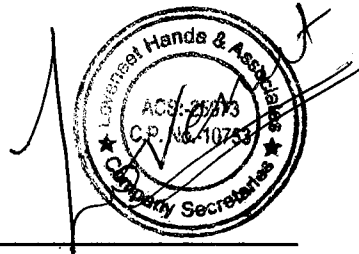
To,
The Chairman
M/s V2 Retail Limited
Plot No. 8, Pocket-2, Block-A,
Rangpuri Extensions, NH-8
Delhi -110037

Sub: Scrutinizer's Report on poll conducted in the 14th Annual General Meeting of the Equity Shareholders of M/s V2 Retail Limited held on Wednesday, September 30, 2015 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 in terms of provisions of Section 109 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof

Dear Sir,

I, **Loveneet Handa**, Practising Company Secretary (ACS: 25973; CP No: 10753) proprietor of **Loveneet Handa & Associates**, having office at A-41, Office No -2, First Floor, Main Market, Madhu Vihar, Delhi-110092 was appointed as Scrutinizer by the Board of Directors of M/s **V2 Retail Limited** for the purpose of poll taken on the agenda items transacted at the 14th Annual General Meeting (AGM) of the Company held on Wednesday, September 30, 2015 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, **1(one)** ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the Authorizations / proxies lodged with the Company.



3. The Votes were unblocked at New Delhi on Wednesday, September 30, 2015 at 11:00 A.M in the presence of Ms. Akansha Gupta, and Ms. Kanika Chhabra who have signed below as witness to the unblocking of votes.


Name: Akansha Gupta


Name: Kanika Chhabra

4. The poll paper, which was completed but otherwise found defective has been treated as invalid and kept separately.
5. The result of poll as under:

A) Resolution 1

Adoption of financial Statements for the financial year ended March 31, 2015 and reports of Board of Directors' and Auditors' thereon.

i) Voted in favour of the resolution:

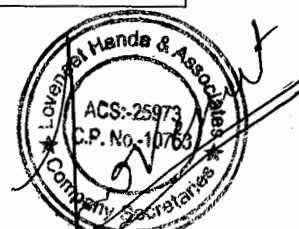
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
23	114	100

ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



B) Resolution 2

Appointment of 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.

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
23	114	0

ii) Voted **against** the resolution:

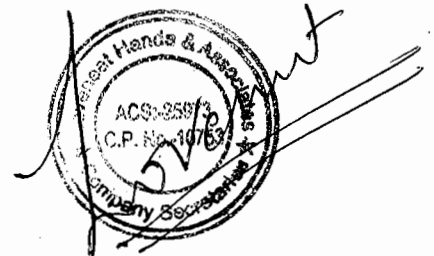
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

C) Resolution 3

Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company to hold the office from the conclusion of this AGM till the conclusion of next AGM and fixation of his remuneration.



i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
23	114	100

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

D) Resolution 4

Ratification of allotment of Convertible Warrant to BCCL on preferential allotment basis.

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
23	114	100

ii) Voted **against** the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0



iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

E) Resolution 5

Fixation of Remuneration of Mr. Ram Chandra Agarwal, (DIN: 00491885) Chairman & Managing Director By Passing Special Resolution.

i) Voted **in favour** of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
23	114	100

ii) Voted **against** the resolution:

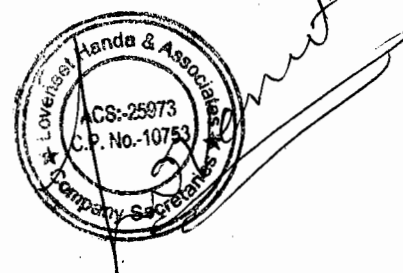
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

F) Resolution 6

Fixation of Remuneration of Mrs. Uma Agarwal, (DIN: 00495945) Whole Time Director by Passing Special Resolution.



i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
23	114	100

ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
0	0	0

iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

6. A Compact Disc (CD) containing list of equity shareholder who voted "For" and "Against" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handled over to the Company Secretary for safe keeping.

Thanking You.

Yours faithfully

for LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARIES

(LOVENEET HANDA)
MEMBERSHIP NO. 25973
CP. NO.: 10753



PLACE: DELHI
DATE: SEPTEMBER 30, 2015