



V2 Retail Limited

06th September, 2025

BSE Ltd.
Corporate Relation Department,
Listing Department,
Rotunda Building, PJ Towers,
Dalal Street, Mumbai – 400 023.
Scrip Code: 532867

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex
Bandra (East) Mumbai–400 051
NSE Symbol: V2RETAIL

Sub: Scrutinizer Report & Voting result of 24th Annual General Meeting pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform you that the equity shareholders of the Company at the 24th Annual General Meeting of the Company, held on Friday, 05th September, 2025 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) approved all the items as set out the Notice dated 30th July, 2025 with requisite majority.

In terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the details regarding result of voting at above meeting of equity shareholders are as under:

1	Date of Annual General Meeting of equity shareholders	05 th September, 2025
2	Total number of shareholders on record date	40750
3	No. of shareholders present in the meeting either in person or through proxy	NA
4	No. of shareholders attended the meeting through video conferencing (i) Promoters and Promoter Group (ii) Public	8 84
5	Agenda-wise details	Attached as Annexure- A along with scrutinizer’s report.

We request you to kindly take the above on record.

Thanking you,
YOURS FAITHFULLY,
FOR V2 RETAIL LIMITED

SHIVAM AGGARWAL
COMPANY SECRETARY
MEM. NO. A55785

Reg. off.: Khasra No. 928, Extended Lal Dora Abadi Village Kapashera, Tehsil Vasant Vihar, South West Delhi, Delhi-110037

Corporate Off.: 2nd Floor, 13, Sub. Major Laxmi Chand Rd, Maruti Udyog, Sector 18, Gurugram, Sarhol, Haryana 122015

E-mail: customercare@v2kart.com Website: www.v2retail.com

CIN: L74999DL2001PLC147724 Tel.: 011-41771850



SCRUTINIZER'S REPORT-CONSOLIDATED

September 05, 2025

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: Consolidated Scrutinizer's Report on E-Voting Process (Remote E-Voting) and Electronic Voting (E-Voting) during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 for the 24th Annual General Meeting of V2 Retail Limited held on Friday, September 05, 2025 at 02:00 P.M. through Video Conferencing ('VC')/ Other Audio-Visual Means ('OVAM').

Dear Sir,

I, Sharwan Kumar Goel, a Chartered Accountant in Practice (Kumar Sarwan & Co.), has been appointed as the Scrutinizer by the Board of Directors of V2 Retail Limited vide resolution dated 30th July, 2025, pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the 24th Annual General Meeting of the Shareholders of the Company held on 05th September, 2025 at 02:00 P.M. through VC/OAVM.

Accordingly, V2 Retail Limited has made arrangement with the system provider viz, MUFG Intime India Private Limited for providing a system of recording votes of the shareholders electronically through e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting).

Necessary, Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Notice of Annual General Meeting dated 30th July, 2025 as sent to Shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories in compliance with the MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January, 13, 2021 and Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 ("MCA Circulars") and





Circular Nos. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/ CFD- PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circulars")

In accordance with the Notice of the 24th Annual General Meeting sent to the Shareholders and the "Advertisement" published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015), the remote e-voting commenced on Tuesday, September 02, 2025 at 09:00 A.M. and ended on Thursday, September, 04, 2025 at 05:00 P.M.

The Shareholders of the Company holding shares as on "Cut-Off" date i.e. Friday, August 29, 2025 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting of the Company.

After conclusion of the e-voting at the Annual General Meeting, the votes cast under remote e-voting and vote casted through e-voting during the AGM were unblocked on the MUFG Intime e-voting platform in the presence of two witnesses and then e-voting results were downloaded.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the Link Intime India Private Limited e-voting system.

92 (Ninety-Two) No. of Shareholders participated through VC/OAVM.

I, now submit my Consolidated Report on the remote e-voting and e-voting process conducted at the 24th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

Resolution No. 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

Ordinary Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21218083	97.75	486438	2.25	NIL





Resolution No. 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.

Ordinary Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21218083	97.75	486438	2.25	NIL

Resolution No. 3: To re-appoint Ms. Uma Agarwal, Whole-time Director having DIN-00495945, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers herself for re-appointment.

Ordinary Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21688726	99.92	15795	0.07	NIL

Resolution No. 4: To approve the Re-appointment of Ms. Uma Agarwal, (DIN: 00495945) as the Whole Time Director of the Company for a further period of 5 years w.e.f. July 22, 2025.

Special Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21632218	99.66	72303	0.33	NIL

Resolution No. 5: To approve Re-appointment of Mr. Arun Kumar Roopanwal, (DIN: 00406817) as an Independent Director of the Company for another period of 5 years w.e.f. January 26, 2025 and approve continuation as a Non-Executive Independent Director beyond the age of 75 years.

Special Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21469274	98.91	235247	1.09	NIL





Resolution No. 6: To approve Re-appointment of Ms. Archana Surendra Yadav, (DIN: 07335198) as an Independent Directors of the Company for another period of 5 years w.e.f. January 26, 2025.

Special Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21309412	98.17	395109	1.83	NIL

Resolution No. 7: To approve appointment of M/s Don Banthia & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five years.

Ordinary Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21622676	99.62	81845	0.37	NIL

Resolution No. 8: To approve capital raising by way of issuance of equity shares and/or equity linked securities by way of Qualified Institutions Placement ("QIP").

Special Resolution

Voting Method	Votes in Assent		Voted in Dissent		Invalid Votes
	No.s	%age	No.s	%age	No.s
E Voting	21704407	99.99	114	0.00	NIL

RECOMMENDATION: BASED ON THE ABOVEMENTIONED RESULTS, THE ORDINARY AND SPECIAL RESOLUTIONS AS CONTAINED IN ITEM NO. 1 to 8 OF THE NOTICE OF AGM HAVE BEEN PASSED WITH REQUISITE MAJORITY.

Thanking You,
Yours faithfully
For Kumar Sarwan & Co.
Chartered Accountants

Sharwan Kumar Goel
Proprietor
Membership No.: 093010
Firm Regn. No.: 027892N
Place: Gurugram
Date: September 05, 2025
UDIN: 25093010BMTEPX3561



Counter Signed By:
For V2 Retail Limited

Ram Chandra Agarwal
Chairman & Managing Director
DIN: 00491885



Place: Gurugram
Date: September 05, 2025

Resolution Required :Ordinary			1 - To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2140591	486324	81.4869	18.5131
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2140591	486324	81.4869	18.5131
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21218083	486438	97.7588	2.2412

Resolution Required :Ordinary			2 - To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2140591	486324	81.4869	18.5131
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2140591	486324	81.4869	18.5131
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21218083	486438	97.7588	2.2412

Resolution Required :Ordinary			3 - To appoint a Director in place of Ms. Uma Agarwal, Whole-time Director having DIN: 00495945, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers herself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2611234	15681	99.4031	0.5969
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2611234	15681	99.4031	0.5969
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21688726	15795	99.9272	0.0728

Resolution Required :Special			4 - To Approve the Re-appointment of Ms. Uma Agarwal, (DIN: 00495945) as the Whole Time Director of the Company for a further period of 5 years w.e.f. July 22, 2025					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2554726	72189	97.2519	2.7481
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2554726	72189	97.2519	2.7481
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21632218	72303	99.6669	0.3331

Resolution Required :Special			5 - To Approve Re-appointment of Mr. Arun Kumar Roopanwal, (DIN: 00406817) as an Independent Director of the Company for another period of 5 years w.e.f. January 26, 2025 and approve continuation as a Non-Executive Independent Director beyond the age of 75 years					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2391782	235133	91.0491	8.9509
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2391782	235133	91.0491	8.9509
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21469274	235247	98.9161	1.0839

Resolution Required :Special			6 - To Approve Re-appointment of Ms. Archana Surendra Yadav, (DIN: 07335198) as an Independent Directors of the Company for another period of 5 years w.e.f. January 26, 2025					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2231920	394995	84.9635	15.0365
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2231920	394995	84.9635	15.0365
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21309412	395109	98.1796	1.8204

Resolution Required :Ordinary			7 - To Appoint M/s Don Banthia & Associates, Practicing Company Secretaries having Peer Review Code: 5880/2024), as the Secretarial Auditors of the Company for a period of five years					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2545184	81731	96.8887	3.1113
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2545184	81731	96.8887	3.1113
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21622676	81845	99.6229	0.3771

Resolution Required :Special			8 - To approve capital raising by way of issuance of equity shares and/or equity linked securities by way of Qualified Institutions Placement ("QIP")					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18750209	18564428	99.0092	18564428	0	100.0000	0.0000
	Poll		155000	0.8267	155000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18719428	99.8359	18719428	0	100.0000	0.0000
Public Institutions	E-Voting	3031206	2626915	86.6624	2626915	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2626915	86.6624	2626915	0	100.0000	0.0000
Public Non Institutions	E-Voting	12807926	358159	2.7964	358045	114	99.9682	0.0318
	Poll		19	0.0001	19	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358178	2.7965	358064	114	99.9682	0.0318
Total		34589341	21704521	62.7492	21704407	114	99.9995	0.0005