



Scrutinizer's Report

Pursuant to rule section 108 of the Companies Act, 2013
(Rule 20(xi) 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

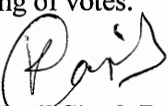
Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof

Dear Sir,

1. I, Loveneet Handa, Practising Company Secretary (ACS: 25973, CP No: 10753) proprietor of Loveneet Handa & Associates, A-41, Office No -2, First Floor, Main Market, Madhu Vihar, Delhi-110092 was appointed as a scrutinizer by the Board of Directors of M/s V2 Retail Limited for the purpose of e-voting process on the agenda items to be transacted at the 13th Annual General Meeting (AGM) of the Company, to be held on 29th Day of September, 2014 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038.
2. I submit my report as under:
 - a) The company has provided e-voting facility to all the Shareholder registered with the company and entitled to vote as on 23rd September, 2014.
 - b) The e-voting began on Tuesday, September 23, 2014 (9:00 A.M.) and ends on Thursday, September 25, 2014 (6:00 P.M.). The votes received electronically from the shareholders till September 25, 2014 up to 6:00 P.M. being last date and time fixed by the company for e-voting was considered for my scrutiny.
 - c) The member casted their vote through e-voting facility provided by the CDSL Authorized Agency to providing the e-voting facility.
 - d) I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
 - e) Particulars of all votes received electronically from the member have been entered in a register separately maintained for the purpose.



- f) The votes received electronically were duly scrutinized and the shareholder was match/confirmed with the Register of member of the company as on the cut-off date i.e.: 22nd August , 2014
- g) The Votes were unblocked at New Delhi on September 26, 2014 at 11:00 A.M in the presence of Kapil Singh Dangi, and Sarita Yadav who have signed below as witness to the unblocking of votes.


Name: Kapil Singh Dangi


Name: Sarita Yadav

- h) Thereafter, the detail containing , inter alia, list of Equity shareholder, who voted “For” and “Against” each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e.: www.evotingindia.com and bases on such report generated, the result of the e-voting is provided hereunder.

3. A summary of the votes received electronically is given below:

A) Resolution 1

Consider and adopt the audited Financial Statement along with audited consolidated Financial Statement of the company for the financial year ended March 31, 2014 and the Reports of the Board of Directors’ and the Auditor thereon.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

- i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
8	1493	99.334



ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
1	10	0.666

iii) **Invalid Votes:**

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

B) Resolution 2

Appointment of a director in place of Mrs. Uma Agarwal (DIN00495945), who retires by rotation and being eligible, offers herself for reappointment.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

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

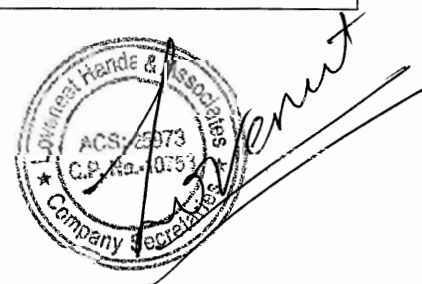
Number of members voted	Number of votes cast by them	% total number of valid votes cast
7	1443	96.007

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
2	60	3.993

iii) **Invalid Votes:**

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



C) Resolution 3

Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 4 years and fixation of his remuneration.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
6	1442	95.941

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
3	61	4.059

iii) Invalid Votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

D) Resolution 4

Appointment of Mr. Rohit Singh Rautela (holding DIN 05118387) as an Independent Director of the company for a period of 5 years.

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067



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

Number of members voted	Number of votes cast by them	% total number of valid votes cast
7	1443	96.007

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
2	60	3.993

iii) **Invalid** Votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

E) Resolution 5

Appointment of Mr. Ravinder Kumar Sharma (holding DIN 06865804) as an Independent Director of the company for a period of 5 years.

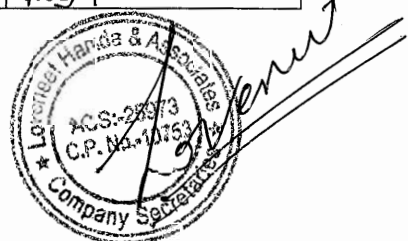
Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

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

Number of members voted	Number of votes cast by them	% total number of valid votes cast
6	1442	95.941

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
3	61	4.059



iii) **Invalid Votes:**

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

F) Resolution 6

Alteration/substitution/omission of various articles of Articles of Association of the company as per Table F and as per the provisions of Companies Act, 2013

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	1503	0.000067
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	1503	0.000067

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

Number of members voted	Number of votes cast by them	% total number of valid votes cast
7	1492	99.268

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
2	11	0.732

iii) **Invalid Votes:**

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



4. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You.

Yours faithfully

**For LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARIES**


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

PLACE: DELHI

DATE: SEPTEMBER 26, 2014