



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 13th Annual General Meeting of the Equity Shareholders of M/s V2 Retail Limited held on September 29, 2014 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 13th Annual General Meeting (AGM) of the Company held on Monday, September 29, 2014 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 poll paper, which was completed but otherwise found defective has been treated as invalid and kept separately.

4. The result of poll as under:

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.

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
60	252	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

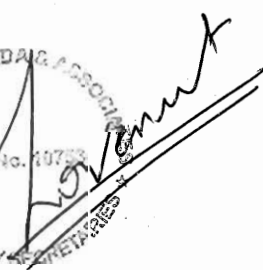
iii) **Invalid** Votes:

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 and being eligible, offers herself for reappointment.

LOVENEET HANDAG & ASSOCIATES
C.P. No. 10752
* COMPANY SECRETARIES *



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
60	252	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

C) Resolution 3

Appointment of M/s AKGVG & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 4years 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
60	252	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

LO VENET HANDA & ASSOCIATES
C.A. No. 10783
* COMPANY SECRETARIES *

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

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

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
60	252	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

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

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C.F. No. 10753
COMPANY SECRETARIES

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
60	252	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

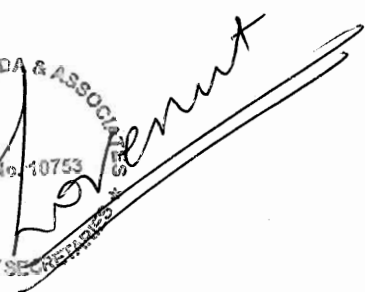
F) Resolution 6

Alteration/substitution/omission of various articles of Article of Association of the Company as per Table F and as per Companies Act, 2013.

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
60	252	100%

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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

5. 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.
6. 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 29, 2014