



Scrutinizer's Report-Combined

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

Sub: Report (Combined) on e-voting and Poll on the agenda items transacted at the 13th Annual General Meeting(AGM) of the company held on Tuesday, September 29, 2014 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 for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (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 13th Annual General Meeting (AGM) of the members of the Company, held on the Tuesday, September 29, 2014 at 10:00 A.M at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 13th 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 e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through electronics means) at AGM.
3. I have issued separate Scrutinizer's Report dated September 26, 2014 on the e-voting and September 29, 2014 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 e-voting together with that of poll as under:-

Loveneet

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.	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.	Ordinary Resolution	E-voting	9	1493	99.334	10	0.666	0
			Poll	60	252	100.00	0	0	0
			Total	69	1745	99.334	10	0.666	0
2.	Appointment of a director in place of Mrs. Uma Agarwal (DIN: 00495945), who retires by rotation and being eligible, offers herself for reappointment.	Ordinary Resolution	E-voting	9	1443	96.007	60	3.993	0
			Poll	60	252	100.00	0	0	0
			Total	69	1695	96.007	60	3.993	0
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.	Ordinary Resolution	E-voting	9	1442	95.941	61	4.059	0
			Poll	60	252	100.00	0	0	0
			Total	69	1694	95.941	61	4.059	0
4.	Appointment of Mr. Rohit Singh Rautela (holding DIN 05118387) as an Independent Director of the company for a period of 5 years.	Ordinary Resolution	E-voting	9	1443	96.007	60	3.993	0
			Poll	60	252	100.00	0	0	0
			Total	69	1695	96.007	60	3.993	0

CHARTERED ACCOUNTANTS ASSOCIATION OF INDIA

5.	Appointment of Mr. Ravinder Kumar Sharma (holding DIN 06865804) as an Independent Director of the company for a period of 5 years.	Ordinary Resolution	E-voting	9	1442	95.941	61	4.059	0
			Poll	60	252	100.00	0	0	0
			Total	69	1694	95.941	61	4.059	0
6.	Alteration/substitution/omission of various articles of Article of Association of the Company as per Table F and as per Companies Act, 2013.	Special Resolution	E-voting	9	1492	99.268	11	0.732	0
			Poll	60	252	100.00	0	0	0
			Total	69	1744	99.268	11	0.732	0

Thanking You.

Yours faithfully

**For LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARIES**

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

PLACE: DELHI
DATE: SEPTEMBER 29, 2014