

Date: 20th April, 2015

To

National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051	Bombay Stock Exchange Limited, "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai-400001
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Sub: Outcome of Extra ordinary General Meeting of the company:

Dear Sir,

We would like to inform you that the following business were transacted at the Extra ordinary General Meeting (EGM) of the company held today i.e. on 20th April, 2015 at 10:00 A.M. at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi - 110038:

1. Increase in Authorized Share capital of the company from Rs. 358,400,000/- to Rs. 458,400,000/- and to alter the capital clause of MOA accordingly.
2. To offer, issue and allot, in one or more tranches on Preferential Allotment basis, the 01 (one) Convertible Warrants to M/s BENNETT COLEMAN AND COMPANY LIMITED, which is neither Promoter nor part of Promoter Group for a value of Rs. 325,000,000.00 (Thirty Two Crores fifty Lacs only) to be convertible at the option of Warrant holders in one or more tranches, with such warrant carrying an option/entitlement to subscribe to equity shares of the company.

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

Sr. No.	Description	Particulars		
A	Date of the EGM	April 20, 2015		
B	Total No. of Shareholders on Record Date	18,948		
C	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	7	NIL	7
	Public	59	NIL	59
D	No. of Shareholder attended the meeting through Video Conferencing No Video Conferencing facility was made available			



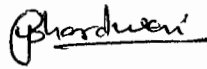
The report of the scrutinizer herewith attached.

You are requested to please take it on your records.

Thanking You,

Yours Faithfully,

For V2 Retail Limited



(Yatish Bhardwaj)
(Company Secretary)





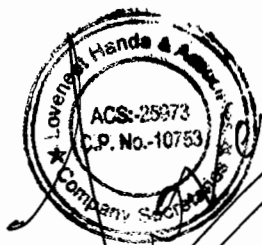
Scrutinizer's Report-Combined

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 Extra Ordinary General Meeting(EGM) of the company held on Monday, April 20, 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 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 Extra Ordinary General Meeting (EGM) 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 Extra Ordinary General Meeting (EGM) of the members of the Company, held on the Monday, April 20, 2015 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 Extra Ordinary General meeting (EGM) 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 EGM.
3. I have issued separate Scrutinizer's Report dated April 20, 2015 on the e-voting and April 20, 2015 on the poll on the resolution contained in the notice to the EGM. As required by management I submit herewith my combined report on the results of e-voting together with that of poll as under:-



Sl No.									
1.	Increase in Authorized share capital and alteration of Capital Clause of Memorandum of Association of the Company. (Ordinary resolution)	Ordinary Resolution	E-voting	9	204251	99.87	265	0.130	
			Poll	66	12812465	100.00	0	0	
			Total	75	13016716	99.99	265	0.0020	
2.	To offer, issue and allot on preferential Allotment basis 01(One) Convertible warrant to M/s Bennett Coleman And Company Limited for a value of Rs. 325,000,000 to be convertible at the option of Warrant holder.	Special Resolution	E-voting	9	204181	99.836	335	0.164	
			Poll	66	12812465	100.00	0	0	
			Total	75	13016716	99.99	335	0.0025	

Thanking You.

Yours faithfully

For LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARY

(LOVENEET HANDA)
MEMBERSHIP NO. 95973
CP. NO.: 10753



PLACE: DELHI
DATE: APRIL 20, 2015



Scrutinizer's Report

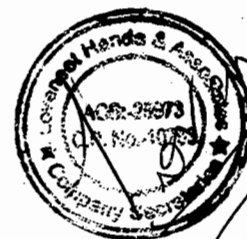
*Pursuant to rule section 108 of the Companies Act, 2013
(Rule 20(xi) of the Companies Management and Administration) Rules, 2014)*

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

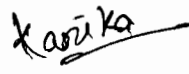
Dear Sir,

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 Extra Ordinary General Meeting (EGM) of the Company, to be held on April 20, 2015 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 April 20, 2015.
 - b) The e-voting began on Thursday, April 16, 2015 (10:00 A.M.) and ends on Sunday, April 19, 2015 (05:00 P.M.). The votes received electronically from the shareholders till April 19, 2015 up to 05:00 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.: April 13, 2015
- g) The Votes were unblocked at New Delhi on April 20, 2015 at 01:00 P.M in the presence of Akansha Gupta and Kanika Chhabra who have signed below as witness to the unblocking of votes.


Name: Akansha Gupta


Name: Kanika Chhabra

- 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

Increase in Authorized share capital and alteration of Capital Clause of Memorandum of Association of the Company. (Ordinary resolution)

Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	204516	0.0867
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	204516	0.0867

- i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
6	204251	99.87



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ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
3	265	0.130

iii) Invalid Votes:

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

B) Resolution 2

To offer, issue and allot on preferential Allotment basis 01(One) Convertible warrant to M/s Bennett Coleman And Company Limited for a value of Rs. 325,000,000 to be convertible at the option of Warrant holder. (Special Resolution)

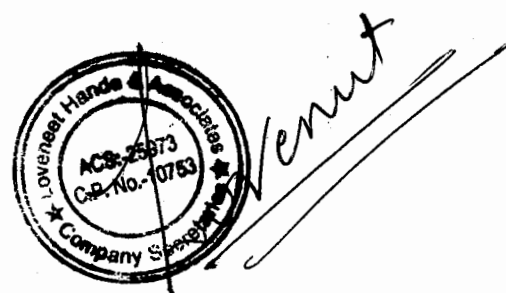
Particular	No. of ballot forms received	No. of shares	% of total equity paid up capital
Total votes polled through e-voting	9	204516	0.0867
Less: invalid votes	NIL	NIL	NIL
Net valid votes cast	9	204516	0.0867

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

Number of members voted	Number of votes cast by them	% total number of valid votes cast
6	204181	99.836

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% total number of valid votes cast
3	335	0.164



iii) Invalid Votes:

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

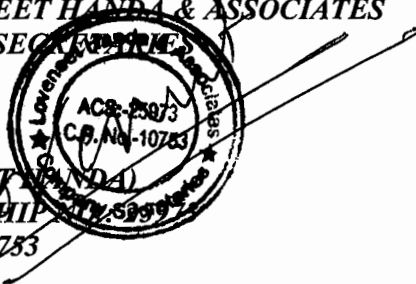
4. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Extra Ordinary General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You.

Yours faithfully

*For LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARY*

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



PLACE: DELHI

DATE: APRIL 20, 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]***

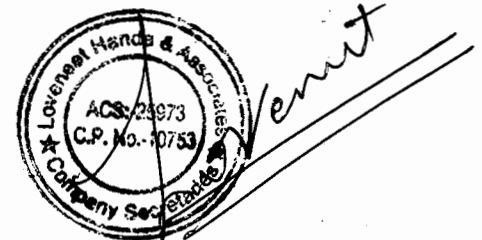
To,
The Chairman
M/s V2 Retail Limited
Plot No. 8, Pocket-2, Block-A,
Rangpuri Extensions, NH-8
Delhi -110037

Sub: Scrutinizer's Report on poll conducted in the Extra Ordinary General Meeting of the Equity Shareholders of M/s V2 Retail Limited held on April 20, 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 Extra Ordinary General Meeting (EGM) of the Company held on Monday, April 20, 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 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

Increase in Authorized share capital and alteration of Capital Clause of Memorandum of Association of the Company. (Ordinary 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
66	12812465	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

To offer, issue and allot on preferential Allotment basis 01(One) Convertible warrant to M/s Bennett Coleman And Company Limited for a value of Rs. 325,000,000 to be convertible at the option of Warrant holder. (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
66	12812465	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

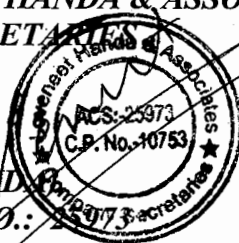
5. A Compact Disc (CD) containing list of equity shareholder who voted "**For**" and "**Against**" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handled over to the Company Secretary for safe keeping.

Thanking You.

Yours faithfully

**FOR LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARIES**

**(LOVENEET HANDA & ASSOCIATES)
MEMBERSHIP NO.: 25973
CP. NO.: 10753**



**PLACE: DELHI
DATE: APRIL 20, 2015**