



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE VISHAL RETAIL LIMITED HELD ON 10th SEPTEMBER 2010 AT 3.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 332, NEAR TELCO WORKSHOP, BEHIND SHOKEEN PROPERTY, RANGPURI, NEW DELHI.

RESOLVED THAT pursuant to section 293 (1) (a) and section 192 A read with Companies (passing of the resolution by postal ballot) Rules, 2001 and other applicable provisions, if any, of the Companies Act, 1956, (the "Act") and the rules made there under, approval of the Board of Directors be and is hereby accorded to conduct the process of Postal Ballot to seek the approval of the Members of the Company by an Ordinary Resolution under Section 293 (1) (a) of the said Act, for sale and transfer on a slump sale basis (on such terms and conditions as are negotiated by the Board (which term shall include any duly authorised Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) and/or the Managing Director, and deemed by them at their discretion to be in the best interest of the Company): (a) the Retail Trading Undertaking of the Company to a company owned by the Shriram Group, a diversified industrial group headquartered in Chennai (the "**Retail Company**"), and (b) the Wholesale Trading, Institutional Sales and Franchise Operations Undertaking to a 100% Indian subsidiary of TPG VW, Limited (the "**Wholesale Company**") (each an "**Undertaking**" and collectively, the "**Undertakings**"), which amongst others are conducted by the Company under the name and style of "Vishal", "Vishal Retail", "Vishal Megamart" and "Vishal Fashion Mart", together with all rights, assets and interests pertaining to the Undertakings (including but not limited to inventory, stock-in trade, cash and cash equivalents, store leases, leasehold improvements and fit-outs, information technology systems, rights to all trademarks and intellectual property used and/or owned by the Undertakings and contractual entitlements of the Undertakings) and certain identified liabilities pertaining to the Undertakings, but not including the freehold properties of the Company i.e. not including properties in Hubli, Kolkata, Dehra Dun and Jabalpur, for a consideration of approximately Rs 100 crores (Rupees Hundred Crores) to be discharged by the Wholesale Company and/or the Retail Company subject to such adjustments, which the Board and/or the Managing Director may deem appropriate."

"RESOLVED FURTHER THAT the Board and/or the Managing Director be and is hereby, authorised to do all acts, deeds, matters and things on behalf of the Board for completing the sale and transfer of the Undertakings, with such modifications as it may deem necessary and expedient in its absolute discretion to give effect to this Resolution and to negotiate, finalise and execute such necessary agreement(s) or document(s) and writings relating to the sale and transfer of the Undertakings as it may deem necessary, proper, desirable or expedient (including, without limitation, to settle any questions, difficulties or doubts that may arise in regard to the sale and transfer of the Undertakings as it may in its absolute discretion deem fit, and give such customary representations and warranties, together with such indemnities as may be deemed necessary and/or expedient, in their discretion) without requiring any further approval of the Board and that the Board shall be deemed to have given their approval thereto expressly by the authority of this Resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

RESOLVED FURTHER THAT the draft of the Notice together with the Explanatory Statement annexed thereto and the postal ballot form, placed before the Board and initialed by the Chairman for identification, be and is hereby approved and that the said Notice along with the Explanatory Statement

thereto and postal ballot forms be issued to the Members by Mr. Ram Chandra Agarwal Chairman and Managing Director, and/or Mr. Arun Gupta, Company Secretary, who is also authorized to make suitable changes, as may be required, in the aforesaid resolution and to do all such acts deeds and things to give effect to this resolution.

RESOLVED FURTHER that the following calendar of events for implementing the proposal be and is hereby approved:

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| 1. | Date on which consent is given by the Scrutinizer. | 09.09.2010 |
| 2. | Date of Board Resolution authorizing Mr. Ram Chandra Agarwal, Chairman & Managing Director, and the Company Secretary to be responsible for the entire Postal Ballot process. | 10.09.2010 |
| 3. | Date of appointment of the Scrutinizer after receiving his consent. | 10.09.2010 |
| 4. | Date of filing the Board resolution with the Registrar of Companies. | 13.09.2010 |
| 5. | Date of completion of dispatch of notice along with postal ballot forms. | 20.09.2010 |
| 6. | Last date for release of advertisement in newspapers giving the date of completion of dispatch of the notice and the last date for receipt of postal ballot forms from the shareholders. | 25.09.2010 |
| 7. | Last date for receiving postal ballot forms by the Scrutinizer | 20.10.2010 |
| 8. | Preparation of Scrutinizer's Report and last date of submission of the Report by the Scrutinizer | 25.10.2010 |
| 9. | Date of declaration of results by the Chairman. | 25.10.2010 |
| 10. | Date of declaration of the result on the notice board and release to the press and to the stock exchange(s). | 25.10.2010 |
| 11. | Date by which resolution is to be filed with the Registrar of Companies- Form 23 | 24.11.2010 |
| 12. | Last date for signing of Minutes by the Chairman | 24.11.2010 |
| 13. | Date of handing over the forms to the designated person | 24.11.2010 |

RESOLVED FURTHER THAT Mr. Deepak Kukreja, Company Secretary, having his offices at 31/36, Basement, Old Rajinder Nagar, New Delhi, 110060, who has given his consent to act as a Scrutinizer, be and is hereby appointed as Scrutinizer till the completion of Postal Ballot process.

RESOLVED FURTHER THAT Mr. Ram Chandra Agarwal, Chairman and Managing Director, and/or Mr. Arun Gupta, Company Secretary, shall be responsible for the entire Postal Ballot process and that he is hereby jointly and severally authorized to do all things and to take all incidental and necessary steps including sending of the Notice to all the Members and filing of this Resolution with the Registrar of Companies, to conduct the said Postal Ballot process for and on behalf of the Company and to settle all questions or difficulties that may arise in the course of implementing this Resolution.

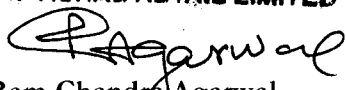
RESOLVED FURTHER THAT Notice be given to every Member of the Company and the voting rights of such Members be reckoned as on the cut-off date which shall be September 10, 2010.



RESOLVED FURTHER THAT the result of the postal ballot will be declared on **25th October, 2010** in compliance with the applicable provisions of the Act and rules made there under and the same shall be put on the notice Board at the registered office of the Company and published in the Newspaper.

Certified True Copy

For Vishal Retail Limited
FOR VISHAL RETAIL LIMITED



Ram Chandra Agarwal
Director
Chairman & Managing Director