

Date: September 8, 2016

To,

<u>National Stock Exchange of India Limited</u> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051 NSE Code- V2RETAIL	<u>BSE (Bombay Stock Exchange) Limited</u> 25 th floor, "Phiroze Jeejeebhoy Tower", Dalal Street, Narimal Point, Mumbai- 400001 BSE Code-532867
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Sub: Pursuant to Regulation 30 and other respective regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:- Intimation for AGM Notice & News Paper Publication of AGM Notice

Dear Sir/Ma'am,

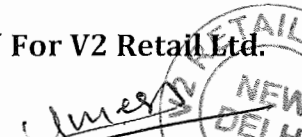
Pursuant to Regulation 30 and other respective regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Kindly refer the enclosed AGM Notice & News Paper Publication of AGM Notice

Please treat this as intimation to your exchange as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

This is for your information and record.

Yours Truly

For V2 Retail Ltd.


(Mr. Umesh Kumar)

Company Secretary & Compliance Officer
V2 Retail Ltd



V2 RETAIL LIMITED

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi, Village- Kapashera,
Tehsil Vasant Vihar, New Delhi South West Delhi – 110037, Phone: 011-41771850,
CIN - L74999DL2001PLC147724, E-mail: cs@vrl.net.in, Website: www.v2retail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT FIFTEENTH ANNUAL GENERAL MEETING OF THE V2 RETAIL LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2016 AT KHASRA NO. 1138, SHANI BAZAR CHOWK, RAJOKARI, NEW DELHI 110038 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To consider and adopt the audited Financial Statement of the company for the financial year ended March 31, 2016 and the Reports of the Board of Directors' and the Auditors thereon.
- To appoint a director in place of Smt. Uma Agarwal (DIN: 00495945), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for reappointment.
"RESOLVED THAT, pursuant to section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be, and is hereby accorded to the re-appointment of Smt. Uma Agarwal (DIN: 00495945), as Director, to the extent that she is required to retire by rotation.
- To appoint the Auditor of the company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors from the conclusion of this AGM until next AGM as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N), be and are hereby appointed as the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration and reimbursement of out of pocket expenses, if any, as shall be fixed by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS:

- To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Lalan Yadav be and is hereby appointed as an Independent Director, not liable to retire by rotation with effect from 2nd September, 2016 and will hold office of Director for 5 (Five) consecutive years from the date of this Annual General Meeting."
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors of the Company to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings, from time to time, at their discretion together with the moneys to be borrowed/already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) either from the Company's Bankers and/or any one or more persons or Financial Institutions or from any other sources on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs. 500 Crore (Rupees Five Hundred Crore only) in excess of the aggregate of the paid-up-capital of the Company and its free reserves.
RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Memorandum and Articles of Association of the Company and Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and rules made there under and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the payment of remuneration to Mr. Ram Chandra Agarwal (DIN: 00491885), as Managing Director of the Company, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:
Basic Salary: Rs. 5,00,000/- per month, to be paid on monthly basis.
Provident Fund: As per rules of the Company.
RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Ram Chandra Agarwal (DIN: 00491885), the above mentioned remuneration be paid to Mr. Ram Chandra Agarwal (DIN: 00491885), as minimum remuneration, subject to the approval of Central Government, if necessary.
RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration



within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to inform all concerned of the aforesaid remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, in such form and manner as may be required or necessary and also to do all such acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

7. **To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Memorandum and Articles of Association of the Company and Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and rules made there under and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the payment of remuneration to Mrs. Uma Agarwal (DIN: 00495945), as Whole-time Director of the Company, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 5,00,000/- per month, to be paid on monthly basis.

Provident Fund: As per rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mrs. Uma Agarwal (DIN: 00495945), the above mentioned remuneration be paid to Mrs. Uma Agarwal (DIN: 00495945), as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to inform all concerned of the aforesaid remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, in such form and manner as may be required or necessary and also to do all such acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

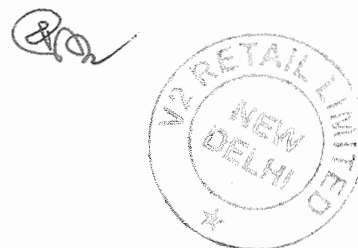
8. **Approval of V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other provisions if any, of the Companies Act 2013 (including any modification or re-enactment thereof for the time being in force) and the rules made there under, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (hereinafter referred to as "SEBI SBEB Regulations") and any other prescribed rules, regulations/guidelines of Securities and Exchange Board of India ("SEBI") or any other relevant authority, from time to time to the extent applicable and subject to such other approvals, permissions, consents and sanctions of any authorities as may be necessary, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions which may be agreed by the board of directors of the company (herein referred to as the "Board" which term shall be deemed to include "Nomination and Remuneration Committee" or any "Sub-Committee(s)" thereof, constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the approval of the shareholders be and is hereby accorded to the Board to introduce, offer issue and allot stock options under V2R - Employee Stock Option Scheme 2016 ("ESOP 2016") in one or more tranches and to grant such options, to such person(s) who are in the permanent employment of the Company (Present or Future) whether working in India or out of India, and to the Directors of the Company, whether whole-time or not, and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (hereinafter collectively referred to as "Eligible Employees").

RESOLVED FURTHER THAT, the maximum number of stock options granted to Eligible Employees under the V2R - Employee Stock Option Scheme 2016, shall not exceed 12,44,380 (Twelve lakh forty four thousand three hundred eighty) options to be convertible into equal number of fully paid up Equity Shares of the Company of face value of Rs. 10 each, at such price or prices, in one or more tranches and on such terms and conditions as may be determined by the Board or the Nomination and Remuneration Committee in accordance with applicable Guidelines and the Regulations or other provisions of the law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the board be and is hereby authorized to grant options and issue and allot Equity Shares upon exercise of stock options from time to time in accordance with the ESOP 2016 and such Equity shares shall rank paripassu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the board or committee thereof, be and is hereby authorized on behalf of the company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the V2R - Employee Stock Option Scheme 2016, or to the terms and conditions of the stock options granted and/or vested but not exercised, including modification or changes to the quantum and price of such stock options, from time to time, in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the board to secure any further consent(s) or approval(s) of the members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT the number of options that may be granted per eligible employee of the Company, in any financial year, under the ESOP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of options.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger and sale of division of the company or other similar events, the board or Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds matters and things as it may in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the V2R - Employee Stock Option Scheme 2016 are passed on the eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2016.

RESOLVED FURTHER THAT the board be and is hereby authorized to take necessary steps for listing of the securities allotted under "V2R - Employee Stock Option Scheme 2016" on the Stock Exchange(s), as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable rules, regulations and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint various intermediaries, experts, professionals, independent agencies and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals, if any, required by the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

9. **To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provision of Section 42, 62 read with their rules and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and the guidelines issued or prescribed by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the rules, regulations, guidelines, notification, circulars and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), Ministry of Finance, SEBI, and/or any other competent authorities and the enabling provisions of the Act, the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's Shares are listed and subject to necessary approvals, permissions, consents and sanctions of concern statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as the "Board", which term shall include any committee thereof), consent of the members of the company be and is hereby accorded to the board to offer, issue and allot, in one or more tranches on Preferential Allotment basis, :-

- a) 30,00,000 (Thirty Lakhs) Equity Shares to the persons other than Promoter and/or Promoter Group;
- b) 10,00,000 (Ten Lakhs) Equity Shares to the member of Promoter and/or Promoter Group; and
- c) 10,00,000 (Ten Lakhs) Convertible Warrants (hereinafter referred to as the "Warrants") to the member of Promoter and/or Promoter Group, to be convertible at the option of Warrant holders in one or more tranches, with such warrant carrying an option/entitlement to subscribe to equal number of equity share of face value of Rs. 10/- each, within a maximum period of 18 months from the date of their allotment;

at a price of Rs. 75/- each including premium of Rs. 65/- each, in such manner and on such terms and Conditions as may be prevailing at the time, provided that the price/conversion price of the Equity Shares/Warrants so issued shall not be less than the minimum price arrived as per pricing formula under the terms of issue and in accordance with Provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, and on such terms and conditions and in such manner as the Board may think fit.

RESOLVED FURTHER THAT the relevant date for the preferential issue of Equity Shares and Warrants, as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for the determination of the price for the issue of the abovementioned Equity Shares and Warrants is 30 days prior to the date of the Annual General Meeting, therefore, the Relevant Date is 31st August, 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equal number of Equity Shares upon exercise of option by the warrant holder and the equity shares issued on conversion of said warrants shall be subject to the provisions of the Memorandum and Articles of Association of the company and shall rank pari-passu in all respects including dividend with the existing fully paid up equity shares of the company.

RESOLVED FURTHER THAT the aforesaid issue of the Equity Shares and Warrants shall be on the following terms and conditions:

- a) the Equity Shares and Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) (i) On or before the date of allotment of the Equity Shares, the allottee shall be liable to pay full consideration of equity shares.
(ii) On or before the date of allotment of the Warrants, the allottee shall be liable to pay amount equivalent to 25% of the consideration paid against warrant on the date of allotment of warrants. The amount so collected shall be adjusted subsequently against the price payable for subscribing to the equity shares by exercising the option;
- c) subject to applicable provisions of law, such Warrants may, at the option of the holder, be convertible into equity shares of the Company, within 18 Months from the date of their allotment, in one or more tranches and on such terms and the conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit;

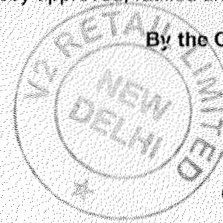
- d) The Equity Shares to be issued and allotted by the Company directly and on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialized form.
- e) The Equity Shares and Warrants to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT" all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Date: 31-08-2016
Place: New Delhi



By the Order of the Board of Directors
For V2 Retail Limited

A handwritten signature in black ink, appearing to read "R Agarwal".

Sd/-

Ramchandra Agarwal
Chairman & Managing Director
DIN: 00491885

Address: B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
- Explanatory Statement as required under Section 102 of Companies Act, 2013 is annexed hereto.
- All documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M. on all working days upto the date of Annual General Meeting.
- Pursuant to the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) no amount is unclaimed towards dividend to any shareholder.
- Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be to prevent frauds.
- In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Smt. Uma Agarwal, Director, retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment.



Details of Director who is proposed to be appointed/re-appointed at the ensuing Annual General Meeting, as required under regulation 36 of SEBI (Listing Obligation Disclosure Requirement) Regulations 2015, are as under:

Name of Director	Smt. Uma Agarwal	Mr. Lalan Yadav
Date of Birth	15/11/1975	02/02/1990
Date of Appointment	23/07/2001	02/09/2016
Expertise in Specific Functional Area	She holds more than Thirteen years of Experience in Retail Industry	He holds more than One Year of Experience in Retail Industry
Qualifications	Bachelor's Degree in Arts	Company Secretary
Directorship in Other Public Companies	V2 Conglomerate Limited Unicon Marketing Pvt Ltd Ricon Commodities Pvt. Ltd. Rishikesh Commosales Private Limited Topline Vintrade Private Limited Vishal Waterworld Private Limited Sunita Fashion Private Limited	None
Membership/Chairmanship of Other Public Companies	None	None
Shareholding in the Company	3,44,000 (Three Lacs Forty Four Thousand) Equity Shares as on March 31, 2016	None

7. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 25 and 26 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
8. Pursuant to Regulation 46(2)(j) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Company has created an exclusive E-mail ID: cs@vrl.net.in for quick redressal of Members/investors grievances.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2016 to September 30, 2016(both days inclusive).
10. Members/Proxies should bring their copy of the Annual Report for reference at the meeting and also the duly filled in and signed attendance slip for attending the meeting.
11. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio.
12. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
13. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
14. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
15. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
16. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.
17. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person to whom the shares held by him shall vest in the event of his death.
18. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement or.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.



19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Share Transfer Agent (RTA), Link Intime India Private Limited, 44, Community Centre, 2nd floor, Naraina Industrial Area, Phase-I, PVR Naraina, New Delhi-110028 and also at C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup(W), Mumbai -400 018.
20. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
21. The Notice of AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM and Attendance Slip is being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).

22. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i) Log on to the remote e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).	
	•	Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
	•	Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant "V2 RETAIL LIMITED" on which you choose to vote.



- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- i) Please follow all steps sl. no. (i) to sl. no. (xvii) above to cast vote.
 - xvii) The remote e-voting period will commence at 9.00 A.M. on Tuesday, September 27, 2016 and will end at 5:00 P.M. on Thursday, September 29, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 23, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - xix) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or remote e-voting. If any shareholders opt for remote e-voting, he/she will not be eligible to vote physically in AGM.
 - xx) The official responsible to address the grievances connected with voting by electronic means- Mr. Umesh Kumar and Mr. Varun Kumar Singh, Ph. No. 011-41771850
 - xxi) Company shall publish the result of remote e-voting & the resolutions passed at its general meeting on its Website.
23. In case of those Members, who do not have access to remote e-voting facility, they can use the assent/dissent form enclosed herewith and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/ Dissent form in the enclosed self addressed pre-paid postage envelope so as to reach KUMAR SARWAN AND CO, Scrutinizer appointed by the Company at 722/9, BRAHMAN WARA, BALLABGARH, HARYANA - 121004 on or before 5.00 P.M. on September 29, 2016.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

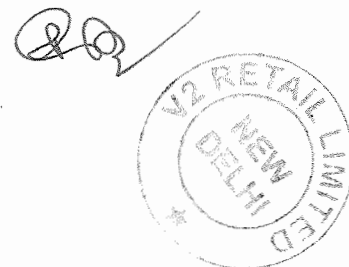
Item No. 4 to the Notice

The Board of Directors of the Company at its meeting on 2nd September 2016 shall recommend for the approval of members, the appointment of Mr. Lalan Yadav as an independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment/s thereto or modification/s thereof as set out in the Resolution relating to his appointment.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Lalan Yadav for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;



- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Lalan Yadav to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Lalan Yadav, fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent from the management of the Company.

Mr. Lalan Yadav is a Company Secretary. He has more than 4 years of rich experience at various levels in various educational institutions.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Lalan Yadav, is interested in the resolutions set out at Item No. 4 of the Notice.

No other Director, key managerial personnel or their relatives, is interested or have any concern in the resolution.

The Board recommends the resolution set forth in Item no. 4 for your approval.

Item No. 5:

Pursuant to Section 180(1)(c) of the Companies Act, 2013 approval of the shareholders is required for increasing the borrowings as suggested above and to authorise the Board to borrow funds from time to time from FIs, Banks, FII or any other source.

The Board considered this matter in its meeting held on Wednesday August 31, 2016 and recommends this resolution for your approval.

None of the Directors and KMP of the Company and their relatives are, in any way interested or concerned in the resolution.

Item No. 6:

Mr. Ram Chandra Agarwal was appointed as a Managing Director ("MD") of the Company. Due to the hard work and sincere contribution of Mr. Ram Chandra Agarwal the business of the Company has been profitable and the Company has incurred profit in the current Financial Year 2015-16. The Board considers it desirable that the Company should pay the remuneration against the services of Mr. Ram Chandra Agarwal and accordingly commends the Resolution at Item No. 6 for approval by the Members.

It is pertinent to mention that Mr. Ram Chandra Agarwal was taking Rs. 2,00,000/- per month as remuneration from the Company.

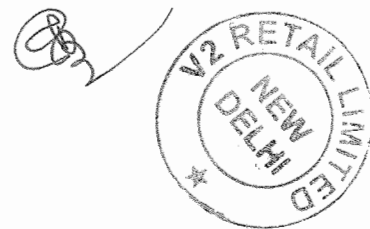
A brief detail of Mr. Ramchandra Agarwal is as under:

Name of Director	Mr. Ram Chandra Agarwal
Date of Birth	15/02/1965
Age	51 years
Date of Appointment (Original Appointment)	23/07/2001
Expertise in Specific Functional Area	He holds more than Twenty Six years of Experience in Retail Industry
Qualifications	Graduate in Commerce
Directorship in Other Companies	1. Ricon Commodities Private Limited 2. Vishal Waterworld Private Limited 3. Unicon Marketing Private Limited 4. VRL Retailer Business Solutions Private Limited 5. Sunita Fashion Private Limited
Membership/Chairmanship of Other Public Companies	None
Shareholding in the Company	8,74,161 (Eight Lacs Seventy Four Thousand One Hundred Sixty One) Equity Shares as on March 31, 2016
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Uma Agarwal (Spouse)
Number of Meetings of the Board attended during the year	13(Thirteen)

The main terms and conditions relating to the remuneration of Mr. Ramchandra Agarwal as the Managing Director, are as follows:

Nature of Duties:

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/or subsidiaries. This includes performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or joint venture companies and/or subsidiaries or any other executive body or any committee of such a company for which he may be allowed to receive remuneration as may be determined by the Board of such associated companies and/or joint venture companies and/or subsidiaries, subject to compliance with the applicable provisions of the prevailing laws and regulations.



Remuneration:

Salary : Rs. 5,00,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year;

The above said remuneration will be effective from 1st October, 2016.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

Mr. Ram Chandra Agarwal is interested and concerned in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice. Other than Mr. Ram Chandra Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the remuneration of Mr. Ram Chandra Agarwal as Managing Director as set out above.

The Resolution regarding the remuneration of the Managing Director at Item No. 6 is commended for approval by the Members.

Item No. 7:

Mrs. Uma Agarwal was appointed as a Whole-time Director of the Company. The Board considers it desirable that the Company should pay the remuneration against the services of Mrs. Uma Agarwal and accordingly commends the Resolution at Item No. 7 for approval by the Members.

It is pertinent to mention that Mrs. Uma Agarwal was taking Rs. 2,00,000/- per month as remuneration from the Company.

A brief detail of Mrs. Uma Agarwal so appointed is as under:

Name of Director	Mrs. Uma Agarwal
Date of Birth	15/11/1975
Age	41 years
Date of Appointment	23/07/2001
Expertise in Specific Functional Area	She holds more than Thirteen years of Experience in Retail Industry
Qualifications	Bachelor's Degree in Arts
Directorship in Other Companies	<ol style="list-style-type: none"> 1. Ricon Commodities Pvt.Ltd. 2. Vishal Waterworld Private Limited 3. Unicon Marketing Pvt Ltd 4. Sunita Fashion Private Limited 5. Topline Vintrade Private Limited 6. Rishikesh Commosales Private Limited 7. V2 Conglomerate Limited
Membership/Chairmanship of Other Public Companies	None
Shareholding in the Company	3,44,000 (Three Lacs Forty Four Thousand) Equity shares as on March 31, 2016
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Ram Chandra Agarwal (Spouse)
Number of Meetings of the Board attended during the year	13(Thirteen)

The main terms and conditions relating to the remuneration of Mrs. Uma Agarwal as the Whole-time Director, are as follows:

Nature of Duties:

The Whole-time Director shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board of Directors from time to time and separately communicated to her and such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/or subsidiaries.

Remuneration:

Salary : Rs. 5,00,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year;

The above said remuneration will be effective from 1st October, 2016.



Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay her remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

Mrs. Uma Agarwal is interested and concerned in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice. Other than Mrs. Uma Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the remuneration of Mrs. Uma Agarwal as Whole-time Director as set out above.

The Resolution regarding the remuneration of the Whole time Director at Item No. 7 is commended for approval by the Members.

Item No. 8:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path.

Therefore Company intends to implement V2R - Employee Stock Option Scheme 2016 ("ESOP 2016") with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company seeks approval of the Shareholders in respect of V2R - Employee Stock Option Scheme 2016 and for grant of Stock Options to the eligible employees / Directors of the Company, as may be decided by the Nomination and Remuneration Committee ("Committee") from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

The V2R - Employee Stock Option Scheme 2016, will be administered by Nomination & Remuneration Committee of the company, which will act as compensation committee as per SEBI SBEB Regulations.

Further, Securities and Exchange Board of India ('SEBI') has issued the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI SBEB Regulations') with effect from 28th October, 2014 and has repealed the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('SEBI ESOP Guidelines 1999'). All listed company which proposes to issue stock options to their employees are required to comply with the new SEBI regulation.

Pursuant to Regulation 6 of the SEBI SBEB Regulations and requirements enumerated by the SEBI through the circular no. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015, the key details of the ESOP 2016 Scheme are set out below :-

1. Brief Description of the Scheme(s):

This proposed Scheme called the V2R - Employee Stock Option Scheme 2016 ("ESOP 2016") is intended to reward the Eligible Employees of the Company, for their past performance and association with the Company.

The scheme will be implemented via direct route wherein the Company will directly allot fresh Equity Shares of the Company to the Eligible Employees who successfully exercised their vested options.

Each of the stock options issued under ESOP 2016 shall be eligible for being converted into one equity share of V2 Retail Limited. The ESOP 2016 conforms to the applicable SEBI Regulations and the provisions of the Companies Act, 2013.

2. Total number of options to be granted:

The maximum number of options to be granted under V2R - Employee Stock Option Scheme 2016 ("ESOP 2016") shall not exceed 1244380 (Twelve lakh forty four thousand three hundred eighty) options to be convertible into equal number of fully paid up Equity Shares of the Company of face value of Rs. 10 each.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted.

3. Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2016

Following classes of employees are entitled to participate in ESOP 2016:

- a. Permanent employees of the Company working in India or out of India; or
- b. Directors of the Company, whether a whole time director or not but excluding an independent director; or
- c. An employee as defined in sub-clauses (a) or (b) above of a subsidiary, in India or outside India, or of a holding company of the company but does not include-

Following persons are not eligible:

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company;



4. **Requirements of vesting and period of vesting:**
As determined by the Nomination and Remuneration Committee in accordance with the ESOP 2016. Provided that there shall be a minimum period of 15 months between the grant of options and vesting of options.
5. **Maximum period within which the options shall be vested:**
Options granted under ESOP 2016 would vest subject to maximum period of 3 (three) years from the date of grant of such options.
6. **Exercise price, purchase price or pricing formula:**
Exercise Price shall be the Face Value of Share or any other price not exceeding market price at the time of grant of options as recommended by the committee subject to approval of Board.
7. **Exercise period and the process of Exercise:**
The vested options shall be allowed for exercise on and from the date of vesting. The vested options need to be exercised within a period not exceeding 90days from the date of vesting of such options.

The vested options shall be exercisable by the employees by a written application to the Company or Nomination and Remuneration Committee expressing his / her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period.
8. **Appraisal process for determining the eligibility of the Employees to ESOP 2016:**
The process for determining the eligibility of the employees will be specified by the Nomination & Remuneration Committee and will be based on position and responsibility of the concerned employee, the period for which the employee has rendered his services to the company and performance linked parameters such as work performance and such other criteria as may be determined by the Nomination & Remuneration Committee at its sole discretion, from time to time.
9. **The Maximum number of Options to be issued per employee and in aggregate**
The maximum number of Options that can be granted to any eligible employee under ESOP 2016, in any financial year shall be less than 1% of the issued equity capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.
10. **The Maximum quantum of benefits to be provided per Employee under the scheme**
The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the value of Company's Share on the Stock Exchange as on the date of exercise of options.
11. **Implementation and administration of the scheme**
The scheme shall be implemented and administered by the Nomination and Remuneration Committee.
12. **Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**
New Equity Shares will be issued under the scheme.
13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;
Not Applicable
14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.**
Not Applicable
15. **A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15**
The Company shall comply with the accounting policies specified in the requirements of the guidance note on accounting for employee share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.
16. **Method of Valuation of options:**
To calculate the employee compensation cost, the Company shall use the Intrinsic value method for valuation of the options granted.
17. **Statement with regard to Disclosure in Director's Report**
Since the Company has opted for intrinsic value method for expensing of the benefits of the Scheme, therefore the difference between the Employee Compensation Cost so computed and the Employee Compensation Cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company will also be disclosed in the Directors' report.



Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEF Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under ESOP 2016 and to the extent of their shareholding, if any.

The Board recommends the Resolution set out as Item No. 8 of this Notice for the approval by the Members.

Item No. 9:

With a view to augment the long term resources of the company, and at the same time strengthen its financial base, it is proposed to offer, issue and allot, in one or more tranches, on Preferential Allotment basis, Equity Shares and Convertible Warrants (hereinafter referred to as the "Warrants") to persons other than Promoter and/or Promoter Group and to the member of the Promoter and/or Promoter Group at a price of Rs. 75/- each including premium of Rs. 65/- each against such Equity Shares and Warrants, in one or more tranches, in such manner and on such price, terms and conditions as mentioned under SEBI(ICDR) Regulations, 2009, provided that the price/conversion price of the Equity Shares/Warrants so issued shall not be less than the minimum price arrived at in accordance with Provision of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), on such other terms and conditions and in such manner as the Board of Directors of The Company ("Board") may think fit and in accordance with the rules, regulations, guidelines, notifications, circulars, and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve bank of India ("RBI"), Ministry of Finance, Securities and Exchange Board of India ("SEBI"), and/or any other competent authorities and the enabling provisions of Companies Act, 2013, the Listing Agreements entered into by the Company with the Stock Exchanges on which Company's shares are listed and subject to necessary approvals, Permissions, consents and sanctions of Concerned Statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board.

The Details of the issue, terms of issue, pricing formula and other particulars as required in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 in relation to the resolution proposed under Item No. 9 are given as under:

i) Object of the issue:

The proceeds of the Preferential issue are proposed to be used to meet capital expenditure for Company's existing as well as new growth business, repayments/reduction of borrowings, general corporate purposes and maintain adequate liquidity for the future requirements in line with our growth strategy.

ii) The proposal of the promoters/Directors/ Key Management Persons to subscribe to the offer:

Except Ricon Commodities Private Limited, a member of the Promoter and/or Promoter Group, who will be subscribing to the Equity Shares and Convertible warrants on preferential basis, none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares / Convertible Warrants.

iii) Securities to be issued:

The resolution set out at Item No. 9 of the accompanying Notice authorize the Board to issue to

- a) Mr. VivekLodha (PAN: ABOPL3588K), other than Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares
- b) Mr. Naresh Kumar Bhargava (PAN No. ACGPB3112N), other than Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares
- c) Mr. Pramod Chand Mahnot (PAN No. AAPP5898M), other than Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares and
- d) Ricon Commodities Private Limited (PAN No. AACCR7304R) member of the Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares and 10,00,000 (Ten Lakhs) Convertible warrants, entitling the holder to apply for and obtain allotment of equal number of equity shares of face value of Rs. 10/- each of the company,

at a price of Rs. 75/- each including premium of Rs. 65/- each against such Equity Shares and Warrants in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

iv) Terms of Issue of Equity Shares and Warrants :

1. A) The proposed allottee of Warrants shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed for Warrants in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
B) The proposed allottee of Equity Shares shall on or before the date of allotment of Equity Shares, pay full consideration of equity shares.
2. The holder of Warrants will be entitled to apply for and obtain allotment of equal number of equity shares of face value of Rs. 10/- each at a premium of Rs. 65/- each of the Company, at any time after the date of allotment but on or before the expiry of 18 Months from the date of allotment, in one or more tranches. At the time of conversion of Warrants, the Warrant holder shall pay the balance of the consideration i.e., 75% of the price fixed for warrant in term of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, towards the subscription to equity shares. The amount so paid will be adjusted/set off against the issue price of the resultant equity shares.



3. If the entitlement against the Warrants to apply for the Equity shares is not exercised within the aforesaid period, the entitlement of Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such convertible Warrants shall stand forfeited.
4. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot equal number of equity shares against 10,00,000 (Ten Lakhs) Convertible Warrants by appropriating Rs. 10/- towards equity share capital and the balance amount, if any paid against each Warrant, towards the securities premium.
5. Subject to applicable provision of law, in the event of any corporate restructuring such as future Bonus/Right Issue(s) of equity shares or other securities convertible into equity shares by the Company prior to conversion of the Warrants, the Warrant holder shall be entitled to such pro-rata rights, in the same proportion and manner as any other shareholder of the Company.
6. The equity shares issued as above shall rank pari-passu in all respect to dividend, with the fully paid up equity share of the Company, subject however to the provisions of the Companies Act, 2013.
7. The Equity Shares to be issued and allotted by the Company directly and on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialized form.
8. The Equity Shares and Warrants to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

v) **Particulars of Allottees:**

- 1) Mr. VivekLodha, S/o Mr.. Vinod Lodha R/o A-8 Mahaveer Nagar Tonk Road Jaipur -302018, bearing PAN No. ABOPL3588K, intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- eachof the company under this preferential issue;
- 2) Mr. Naresh Kumar Bhargava S/o Mr.. Rajeshwar Prasad Bhargava R/o 417 Mahaveer Nagar Tonk Road Jaipur -302018, bearing PAN No. ACGPB3112N, intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- eachof the company under this preferential issue;
- 3) Mr. Pramod Chand MahnotS/o Mr. Uttam Chand Jain R/o C-345 Hans Marg Malviya Nagar Jaipur - 17, bearing PAN No. AAPP5898M, intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- eachof the company under this preferential issue;
- 4) Ricon Commodities Private Limited is a company registered in India under the provision of Companies Act, 1956, and having its registered office at Mouza-Kuchpukur, P.S. Bhangore 24, Parganas(S), Bhangore, West Begal - 700059 India bearing PAN No. AACCR7304R intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares and 10,00,000 (Ten Lakhs) Convertible warrants, entitling the holder to apply for and obtain allotment of equal number of equity shares of face value of Rs. 10/- each of the company under this preferential issue.

vi) **Under subscription, if any:**

Any of the Equity Shares/Warrants issued as above, that may remain unsubscribed for any reason whatsoever, shall not be offered and allotted by the Board in its discretion to any person/ entity / investor controlled by the Promoters and /or Promoter Group, on the same terms and conditions.

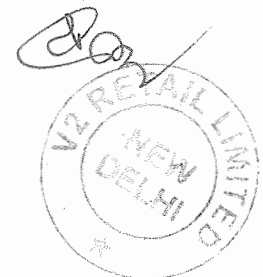
vii) **Information about the Proposed Allottees:**

The proposed Allottees:-

- a) Mr. VivekLodha b) Mr. Naresh Kumar Bhargava and C) Mr. Pramod Chand Mahnot, are not related to promoter nor part of promoter group of the Company;
- b) Ricon Commodities Private Limited is a members of the Promoter and/or Promoter Group of the Company. It is a closely held company registered under Companies Act, 1956. The proposed allottee is primarily engaged in the business of Financing and Investing.

viii) **Shareholding Pattern Pre and Post Preferential issue:**

The shareholding pattern giving the present position as also considering full allotment of Equity Shares and Warrants to persons other than Promoter and/or Promoter Group and member of the Promoters or promoter Group and equity shares arising out of the conversion thereof, as per Resolution 9 of the Notice are given below in two parts:



- a) The Company has issued 1 convertible warrant to M/s Bennett Coleman and Company Limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Shareholding Pattern given in below table includes 1 warrant pending for conversion assuming exercise of option of conversion by M/s Bennett Coleman and Company Limited of such pending warrant into 82,02,927 equity shares. However, the actual numbers of shares upon conversion may vary depending upon the terms of shareholders approval dated April 20, 2015.

Shareholder Category	Shareholding before the proposed Preferential Allotment		Shareholding After the proposed Preferential Allotment	
	No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
Promoter Holding:				
Promoters (Individual /HUF)	37,06,911	14.89	37,06,911	9.73
Promoter (Body Corporate)	1,15,92,710	46.58	1,35,92,710	35.69
Sub- total	1,52,99,621	61.47	1,72,99,621	45.42
Non Promoter Holding:				
Public Shareholding				
(1) Institutions				
Financial Institutions/Banks	28,025	0.11	28,025	0.07
(2) Non-Institutions				
Individuals				
Individual shareholders holding nominal share capital up to Rs. 2 lacs	60,00,300	24.11	60,00,300	15.75
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	15,66,861	6.30	45,66,861	11.99
Any Others (Specify)				
Bodies Corporate	10,07,175	4.05	92,10,102	24.18
Non Resident Indians	4,15,265	1.67	4,15,265	1.09
Clearing Members	4,05,380	1.63	4,05,380	1.07
Hindu Undivided Families	1,64,992	0.66	1,64,992	0.43
Sub Total	95,87,998	38.53	2,07,90,925	54.58
(C) Shares held by Custodians and against which Depository Receipts have been issued	0			
(1) Promoter and Promoter Group	0			
(2) Public	0			
Sub Total	0			
Total	2,48,87,619	100.00	3,80,90,546	100.00



- b) The Company has issued 1 convertible warrant to M/s Bennett Coleman and Company limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Shareholding Pattern given in below table does not include 1 warrant pending for conversion assuming that such warrant holder does not exercise his right to convert warrant into 82,02,927 equity shares.

Shareholder Category	Shareholding before the proposed Preferential Allotment		Shareholding After the proposed Preferential Allotment	
	No. of Shares Held	% Shareholding	No. of Shares Held	% Shareholding
Promoter Holding:				
Promoters (Individual /HUF)	37,06,911	14.89	37,06,911	12.40
Promoter (Body Corporate)	1,15,92,710	46.58	1,35,92,710	45.48
Sub- total	1,52,99,621	61.47	1,72,99,621	57.88
Non Promoter Holding:				
Public Shareholding				
(1) Institutions				
Financial Institutions/Banks	28,025	0.11	28,025	0.09
(2) Non-Institutions				
Individuals				
Individual shareholders holding nominal share capital up to Rs. 2 lakh	60,00,300	24.11	60,00,300	20.08
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	15,66,861	6.30	45,66,861	15.28
Any Others (Specify)				
Bodies Corporate	10,07,175	4.05	10,07,175	3.37
Non Resident Indians	4,15,265	1.67	4,15,265	1.39
Clearing Members	4,05,380	1.63	4,05,380	1.36
Hindu Undivided Families	1,64,992	0.66	1,64,992	0.55
Sub Total	95,87,998	38.53	1,25,87,998	42.12
(C) Shares held by Custodians and against which Depository Receipts have been issued	0			
(1) Promoter and Promotor Group	0			
(2) Public	0			
Sub Total	0			
Total	2,48,87,619	100.00	2,98,87,619	100.00

NOTE:-

The above shareholding has been prepared on the basis of following:-

- a) Shareholding Pattern as on 30th June, 2016 and
- b) Post Preferential Allotment holding is determined on the assumption that proposed allottees shall apply for Equity Shares and conversion of Warrants into equity Shares at a price of Rs.75/- each.
- ix) **Proposed Time within which the preferential issue /allotment shall be completed**
As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Company shall complete the allotment(s) of Equity Shares and Warrant as aforesaid within a period of 15 days from the date of passing of resolution by the shareholders of the company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.
- x) **Change in Control:**
The issue of the Equity Shares and Warrants and their conversion into equal number of equity shares will not result in any change in the management or control of the Company.



- xii) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control the proposed allottee and the percentage of post preferential issued capital that may be held by them:-

Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-Allotment		No. of Equity Shares or Warrants to be issued in Preferential Allotment	Post- Allotment (After conversion of Warrants into Equity Shares*		Post- Allotment (After conversion of Warrants into Equity Shares**	
			No. of Shares Held	% Shareholding		No. of Shares Held	% Shareholding	No. of Shares Held	% Shareholding
Mr. Vivek Lodha	Non Promoter	Self	-	-	1,000,000	1,000,000	3.35	1,000,000	2.63
Mr. Naresh Kumar Bhargav	Non Promoter	Self	-	-	1,000,000	1,000,000	3.35	1,000,000	2.63
Mr. Pramod Chand Mahnot	Non Promoter	Self	-	-	1,000,000	1,000,000	3.35	1,000,000	2.63
Ricon Commodities Private Limited	Promoter Group	Ram Chandra Agarwal and Akash Agarwal together holds 94.39% shareholding. Ram Chandra Agarwal, Managing Director and Promoter and Akash Agarwal, member of the Promoter and/or Promoter Group.	4,940,000	19.85	2,000,000	6,940,000	23.22	6,940,000	18.22

*Company has issued 1 convertible warrant to M/s Bennett Coleman and Company Limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Allotment given in above table does not includes 1 warrant pending for conversion assuming that warrant holder does not exercise his right to convert warrant into 82,02,927 equity shares.

**Company has issued 1 convertible warrant to M/s Bennett Coleman and Company limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Allotment given in above table includes 1 warrant pending for conversion assuming conversion of pending warrant into 82,02,927 equity shares of company. However, the actual numbers of shares upon conversion may vary depending upon the terms of shareholders approval dated April 20, 2015.

Further, Post Preferential Allotment holding is determined on the assumption that proposed allottees shall apply for Equity Shares and conversion of Warrants into equity Shares at a price of Rs. 75/- each.

- xii) Undertakings:

Since the equity shares of the Company has been listed on the recognized stock exchanges for a period of more than 6 months prior to the relevant date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the ICDR Regulations

- xiii) Relevant date and Pricing of Preferential Issue

The pricing of the Equity Shares to be allotted directly and on conversion of Warrants to the persons other than Promoter and/or Promoter Group and to the member of the Promoter and/or Promoter Group on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations. The issue of equity shares directly and out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Equity shares and Warrants:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 (twenty six) weeks preceding the Relevant Date; or
- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 (two) weeks preceding the Relevant Date.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations. The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

- xiv) Others:

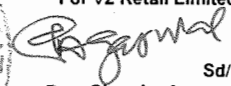
The certificate of the statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations shall be placed before the shareholders at the meeting and will be open for inspection at the Registered Office of the Company between 11.00 AM to 01.00 PM on any working day except Public Holidays.

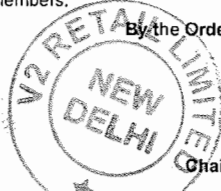
As it is proposed to issue equity shares and Warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 42 and 62 of Companies Act, 2013 and Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations. The Board therefore recommends the special resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their shareholding, if any

The Board recommends the resolution set out as Item No. 9 of this Notice for the approval by the Members.

By the Order of the Board of Directors
For V2 Retail Limited


Sd/-
Ram Chandra Agarwal
Chairman & Managing Director
DIN: 00491885
Address: B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana



Date: 31-08-2016
Place: New Delhi

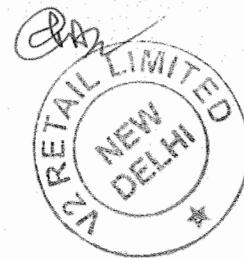
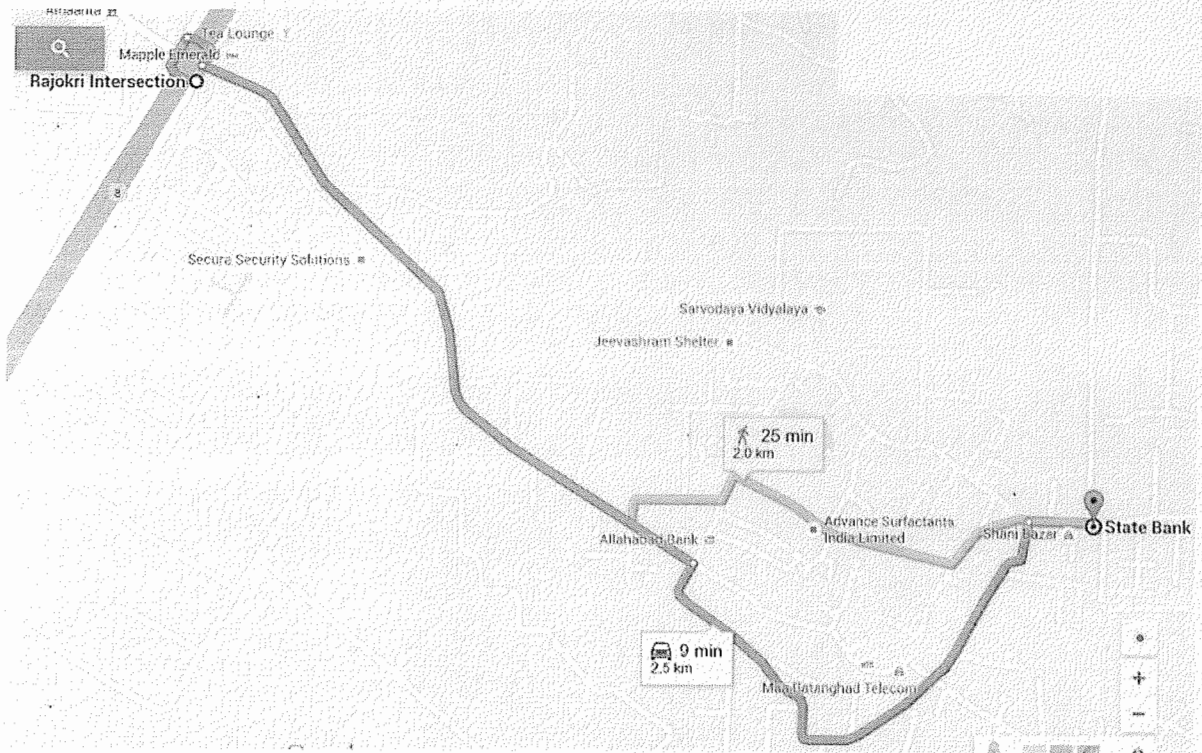


Route map to the venue of the AGM

Venue of AGM: Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi - 110 038

Landmark: SBI-ATM at Shani Bazar

The venue is located near the SBI-ATM at Shani Bazar. Proximity of the place from the Delhi-Jaipur Road is shown hereinbelow:



ATTENDANCE SLIP

V2 Retail Limited

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi Village Kapashera,
Tehsil Vasant Vihar New Delhi South West Delhi - 110037/Phone: 011-41771850

E-mail: cs@vrl.net.in, Website: www.v2retail.com

CIN - L74999DL2001PLC147724

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING.

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No of Shares	
--------------	--

NAME AND ADDRESS OF THE SHAREHOLDERS

I hereby record my presence at the **15th ANNUAL GENERAL MEETING** held on Friday, September 30, 2016 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

Proxy Form
Form MGT-11[Pursuant to section 105(6)
of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and
Administration) Rules, 2014]

V2 Retail Limited

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi Village Kapashera,
Tehsil Vasant Vihar New Delhi South West Delhi - 110037 Phone: 011-41771850
E-mail: cs@vrl.net.in, Website: www.v2retail.com
CIN - L74999DL2001PLC147724

15th Annual General Meeting on Friday, September 30, 2016 at 10.00 A.M

Name of the member(s): Registered Address:		E-mail Id: Folio No/*Client Id: *DP Id:
---	--	---

I/We, being the member(s) of _____ shares of V2 Retail Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 10.00 a.m. at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038 and any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements & Audited Consolidated Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016		
2.	To appoint a director in place of Smt. Uma Agarwal (DIN: 00495945), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.		
3.	Appointment of M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) as Statutory Auditors of the Company.		
4.	To appoint Mr. Lalan Yadav an Independent Director of the Company.		
5.	To Authorise the Board of Director for borrowing money.		
6.	To Increase in remuneration of Mr. Ram Chandra Agarwal (Managing Director).		
7.	To Increase in remuneration of Mrs. Uma Agarwal (Whole time Director).		
8.	To approve V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme		
9.	To Issue Specified Securities on Preferential basis to Promoter and/or Promoter Group and Non-Promoter and/or Non Promoter Group		

* Applicable for investors holding shares in electronic form.

Signed this.....day of, 2016

Signature of Shareholder

Affix Revenue Stamp of Rs.1/-
--

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

(1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.

** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

V2 Retail Limited

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi Village Kapashera,
Tehsil Vasant Vihar New Delhi South West Delhi – 110037 Phone: 011-41771850

E-mail: cs@vrl.net.in, Website: www.v2retail.com

CIN - L74999DL2001PLC147724

BALLOT FORM

1. Name(s) of Shareholder(s)/ Joint Holder(s), :
if any
(In Block Letters)
2. Registered Address of the Sole/First named :
Shareholders/ Beneficial Owners
3. Registered Folio No./ DP ID – Client ID* :
(*Applicable to members holding shares in
Dematerialized form)
4. No. of shares held :
5. I/We hereby exercise my/our vote in respect of the following Resolutions set out in the Notice of the Fifteenth Annual General Meeting (AGM) of the Company to be held on Friday, September 30, 2016 by conveying my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:-

S. No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements & Audited Consolidated Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016		
2.	To appoint a director in place of Smt. Uma Agarwal (DIN: 00495945), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.		
3.	Appointment of M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) as Statutory Auditors of the Company.		
4.	To appoint Mr. Lalan Yadav an Independent Director of the Company.		
5.	To Authorise the Board of Director for borrowing money.		
6.	To Increase in remuneration of Mr. Ram Chandra Agarwal (Managing Director).		
7.	To Increase in remuneration of Mrs. Uma Agarwal (Whole time Director).		
8.	To approve V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme		
9.	To Issue Specified Securities on Preferential basis to Promoter and/or Promoter Group and Non-Promoter and/or Non Promoter Group		



V2 Retail Limited

Regd. Office: Kharsa No. 929, Extended L of Dera Abadi, Village Kapashera, Tehsil Vasant Vihar, New Delhi South West Delhi - 110037
 CIN- L74999DL2001PLC147724 Ph: 011-41771850
 Email Id: cs@v2retail.com, website: www.v2retail.com

NOTICE OF 15TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING

(A) Annual General Meeting:
 NOTICE is hereby given that 15th Annual General Meeting ("AGM") of the Members of V2 Retail Ltd. (the "Company") is scheduled to be held on Friday 30th September, 2016 at 10 a.m. at Kharsa No. 1130, Shani Bazar Chowk, Rajokari, New Delhi 110038 to transact the business as set out in the Notice convening said AGM.

The Company has on 6th September, 2016 completed the dispatch of Annual Report containing notice of the AGM along with the Audited Financial Statements (Standalone) for the financial year ended March 31st, 2016 and the Reports of the Auditors' and Directors', to the Members, whose names have appeared in the Register of Members for those holding in physical mode and as downloaded from NSDL/CDSL for those holding in dematerialized mode, either by email to the email IDs registered with the Company/Registrar & Share Transfer Agents (RTA)/ Depository Participant(s), or by post at the address registered with the Company/RTA. AGM notice and Annual Report sent electronically have been displayed on the Company's Website www.v2retail.com and shall also be available for inspection by Members at the registered Office of the Company on all working days, except Sundays and public holidays, between 11 a.m. to 1 p.m. up to the date of AGM.

(B) Book Closure:
 Notice is also further given that pursuant to Section 91 of the Companies Act, 2013 read with rule 10 of Companies (Management & Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligation Disclosure Requirements) Regulation 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday 22nd September, 2016 to Friday 30th September, 2016 (both days inclusive) for the purpose of AGM of the Company to be held on September 30, 2016.

(C) E-voting:
 In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, from a place other than the venue of the AGM (remote e-voting) on all resolutions set forth in the notice, for which the Company has engaged the services of Link In Time India Pvt. Ltd. as e-voting agency.

Further, the facility for voting through polling paper shall be available at the AGM. The Members who have already cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM.

The remote e-voting period commences on Tuesday 27th September, 2016 9.00 a.m. (IST) and ends on Thursday, 29th September, 2016, 5:00 p.m. (IST). During the period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The Members may note that remote e-voting shall not be allowed beyond 29th September 2016, 5:00 p.m. (IST).

In case a person has become Member of the Company after dispatch of the AGM notice and holding shares as on the cut-off date for e-voting i.e. 23rd September, 2016, may obtain the User ID and password by sending a request to Link In Time India Pvt. Ltd on delhi@linkintime.co.in. However, if a Member is already registered with Link In Time India Pvt. Ltd. for remote e-voting then he/she can use his/her existing User Id and password for casting his/her vote.

The facility for voting through polling paper shall be made available at the AGM of the Company and Members attending the AGM who have not already casted their vote by remote e-voting shall be able to vote at the AGM.

In case of any grievance in respect of e-voting, Members may refer to the Help & Frequently Asked Questions (FAQs) for Members' and e-voting user manual or contact Mr. Rhenat Dhuchau, Link In Time India Pvt. Ltd, Address- 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase 1, Pvr Naraina, New Delhi, at e-mail id- delhi@linkintime.co.in or phone no -011-41410502-03-04 for any other clarifications.

The results of e-voting shall be announced on or after the AGM of the Company. The results declared along with the scrutinizer's Report shall be placed on the Company's Website www.v2retail.com and on the website of Link In Time India Pvt. Ltd, i.e. www.linkintime.co.in for information to the Members, besides being communicated to the Stock Exchanges.

A Member entitled to attend and vote at the AGM is entitled to appoint Proxy to attend and vote instead of himself and Proxy need not be a Member of the Company. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of AGM.

The Annual report along with the Notice of AGM is available on the website of the Company at www.v2retail.com and Link In Time India Pvt. Ltd on the website www.linkintime.co.in.

For V2 Retail Limited
 Sd/-
 Ram Chandra Agarwal
 Chairman & Managing Director
 DIN: 00481685
 Address: B1-801, Lagoon Apartment, Ambience Island,
 Gurgaon- 122002, Haryana

Place: New Delhi
 Date: 06.09.2016

Shivam Techno Projects Limited
 2, Cama Lane, Ghatkopar, Mumbai,
 400 073, Maharashtra
 Phone: +918828388283
 Website: www.shivamtechno.com

GENERAL MEETING AND BOOK CLOSURE

The AGM of the Company will be held on Thursday, 29th September 2016 at the registered Office of the company situated at 2/ Cama Lane, Mumbai-400073, Maharashtra at 10:30 AM.

Reports for 2015 have been sent to all the Company's Depository Participant(s). The reports are available at www.shivamtechno.com. Notice is also being sent to all other members at their registered addresses.

The Annual Report, as on the cut-off date, shall be available on the business as set forth in the Notice of the AGM. The Company is also providing the facility of Central Depository Services (India) (CDSL) (remote e-voting). All the members are requested to register themselves for e-voting.

The AGM may be transacted through voting.

The AGM will be held on Thursday, 29th September, 2016 at 9:00 A.M. and shall close on Friday, 30th September, 2016 at 5:00 P.M.

The AGM may be transacted through voting by electronic means or at the AGM.

The AGM shall be held on Thursday, 29th September, 2016 at 9:00 P.M.

The AGM shall be held on Thursday, 29th September, 2016 at 9:00 P.M. and becomes member of the Company holding shares as of the cut-off date i.e. 23rd September, 2016. The Login ID and Password by sending a request to Shivam Techno Projects Limited, however, if a person is already registered with Shivam Techno Projects Limited, the Login ID and Password can be used for casting vote.

The AGM shall be held on Thursday, 29th September, 2016 at 9:00 P.M. and becomes member of the Company holding shares as of the cut-off date i.e. 23rd September, 2016. The Login ID and Password by sending a request to Shivam Techno Projects Limited, however, if a person is already registered with Shivam Techno Projects Limited, the Login ID and Password can be used for casting vote.

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OMANS ENTERPRISES LIMITED

Regd. Office: Shop No. 37, GD Block, DDA Market, Pitampura New Delhi-110034
 CIN: L21011DL1974PLC241646
 Website: www.omansenterprises.com
 Email: info@omansenterprises.com

NOTICE OF 42nd ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that the 42nd Annual General Meeting ("AGM") of the Members of the Company will be held on Thursday, the 29th day of September, 2016 at 10:30 A.M. at 'Twist n' Turn', Plot No. 226-227 Shop in Park Mall, Sector 14, Gurgaon, New Delhi - 110068 to transact the business specified in the Notice convening the AGM.

In compliance with Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of AGM of the Company to be held on September 29, 2016.





V2 Retail Limited

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi, Village Kapashera, Tehsil Vasant Vihar, New Delhi South West Delhi - 110037
CIN- L74999DL2001PLC147724, Ph: 011-41771850,
Email Id: cs@vrl.net.in, website: www.v2retail.com

NOTICE OF 15TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING

(A) Annual General Meeting:

NOTICE is hereby given that 15th Annual General Meeting ("AGM") of the Members of V2 Retail Ltd. (the "Company") is scheduled to be held on **Friday 30th September, 2016 at 10 a.m.**, at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038 to transact the business as set out in the Notice convening said AGM.

The Company has on 8th September, 2016 completed the dispatch of Annual Report containing notice of the AGM along with the Audited Financial Statements (Standalone) for the financial year ended March 31st, 2016 and the Reports of the Auditors' and Directors', to the Members, whose names have appeared in the Register of Members for those holding in physical mode and as downloaded from NSDL/CDSL for those holding in dematerialized mode, either by email to the email IDs registered with the Company /Registrar & Share Transfer Agents (RTA)/ Depository Participant(s), as the case may be or by post at the address registered with the Company/RTA. AGM notice and Annual Report sent electronically have been displayed on the Company's Website www.v2retail.com and shall also be available for inspection by Members at the registered Office of the Company on all working days, except Sundays and public holidays, between 11a.m. to 1 p.m. up to the date of AGM

(B) Book Closure:

Notice is also further given that pursuant to Section 91 of the Companies Act, 2013 read with rule 10 of Companies (Management & Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligation Disclosure Requirements) Regulation 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday 22nd September, 2016 to Friday 30th September, 2016 (both days inclusive) for the purpose of AGM of the Company to be held on September 30, 2016.

(C) E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, from a place other than the venue of the AGM (remote e-voting) on all resolutions set forth in the notice, for which the Company has engaged the services of Link In Time India Pvt. Ltd. as e-voting agency.

Further, the facility for voting through polling paper shall be available at the AGM. The Members who have already cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM.

The remote e-voting period commences on Tuesday 27th September, 2016 9.00 a.m. (IST) and ends on Thursday, 29th September, 2016, 5.00 p.m. (IST). During the period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The Members may note that remote e-voting shall not be allowed beyond 29th September 2016, 5:00 p.m. (IST).

In case a person has become Member of the Company after dispatch of the AGM notice and holding shares as on the cut-off date for e-voting i.e. 23rd September, 2016, may obtain the User ID and password by sending a request to Link In Time India Pvt. Ltd on delhi@linkintime.co.in. However, if a Member is already registered with Link In Time India Pvt. Ltd. for remote e-voting then he/she can use his/her existing User ID and password for casting his/her vote;

The facility for voting through polling paper shall be made available at the AGM of the Company and Members attending the AGM who have not already casted their vote by remote e-voting shall be able to vote at the AGM;

In case of any grievance in respect of e-voting, Members may refer to the Help & Frequently Asked Questions (FAQs) for Members' and e-voting user manual or contact Mr. Bharat Bhushan, Link In Time India Pvt. Ltd, Address-44 Community Center, 2nd Floor, Naraina Industrial Area, Phase-1, Pvr Naraina, New Delhi, at E-mail id- delhi@linkintime.co.in or phone no.-011-41410592-93-94 for any other clarifications.

The results of e-voting shall be announced on or after the AGM of the Company. The results declared along with the scrutiner's Report shall be placed on the Company's Website www.v2retail.com and on the website of Link In Time India Pvt. Ltd. i.e. www.linkintime.co.in for information to the Members, besides being communicated to the Stock Exchanges.

A Member entitled to attend and vote at the AGM is entitled to appoint Proxy to attend and vote instead of himself and Proxy need not be a Member of the Company. The instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of AGM.

The Annual report along with the Notice of AGM is available on the website of the Company at www.v2retail.com and Link In Time India Pvt. Ltd on the website www.linkintime.co.in.

For V2 Retail Limited
Sd/-
Ram Chandra Agarwal

Place: New Delhi
Date: 06.09.2016

Chairman & Managing Director
DIN 00491885

Address: B1-801, Lagoon Apartment, Ambience Island,
Gurgaon- 122002, Haryana



वी2 रिटेल लिमिटेड

पंजी. कार्यालय: खसरा नं०: 928, एक्सटेंडेड लाल डोरा आबादी, विलेज कापसहेड़ा, तहसील वसंत विहार, नई दिल्ली साउथ वेस्ट दिल्ली -110037
CIN- L74999DL2001PLC147724, फोन: 011-41771850,
ईमेल आईडी: cs@vrl.net.in, वेबसाइट: www.v2retail.com

15वीं वार्षिक आम बैठक, बुक क्लोजर एवं ई-मतदान सूचना

(ए) वार्षिक आम बैठक:

एतद्वारा सूचित किया जाता है कि वी2 रिटेल लिमिटेड (दि "कंपनी") की 15वीं वार्षिक आम बैठक ("एजीएम") **शुक्रवार 30 सितंबर, 2016** को प्रातः 10.00 बजे, खसरा नं०. 1138, शनि बाजार चौक, राजोकरी, नई दिल्ली-110038 में आयोजित की जाएगी, उक्त एजीएम की सूचना में वर्णित व्यवसाय का निष्पादन किया जाएगा।

कंपनी ने 31 मार्च 2016 को समाप्त वित्त वर्ष के लिए अंकेक्षित वित्तीय विवरण (स्टैंडअलोन) और लेखा परीक्षकों और निदेशकों की रिपोर्ट के साथ एजीएम की सूचना के साथ युक्त वार्षिक रिपोर्ट का प्रेषण 6 सितंबर, 2016 को पूरा कर लिया है और लेखा परीक्षकों और निदेशकों की रिपोर्ट, सदस्यों के लिए, भौतिक माध्यम से रखने वाले और डिमटेरिआलेज्ड माध्यम से रखने वाले के लिए एनएसडीएल/सीडीएसएल से डाउनलोड के रूप में जिनके नाम सदस्यों के रजिस्टर में है और या तो कंपनी/रजिस्ट्रार और शेयर ट्रांसफर एजेंट (आरटीए)/डिपॉजिटरी पार्टिसिपेंट(ओ), के साथ पंजीकृत ईमेल आईडी को ईमेल द्वारा या कंपनी/आरटीए के साथ पंजीकृत पते पर डाक द्वारा भेजा गया। एजीएम सूचना और वार्षिक रिपोर्ट इलेक्ट्रॉनिक रूप से कंपनी की वेबसाइट www.v2retail.com पर प्रदर्शित किया गया है और साथ ही रविवार और सार्वजनिक छुट्टियों को छोड़कर, 11:00 से 1:00 के बीच एजीएम की तारीख तक कंपनी के पंजीकृत कार्यालय में सदस्यों द्वारा निरीक्षण के लिए उपलब्ध किया जाएगा।

(बी) बुक क्लोजर:

यह भी सूचित किया जाता है कि कंपनीज अधिनियम, 2013 की धारा 91 के साथ पठित कंपनी (प्रबंधन एवं प्रशासन) नियमों, 2014 के नियम 10 और सेबी (लिस्टिंग दायित्वों और प्रकटीकरण आवश्यकताओं) विनियम 2015 के नियम 44 के अनुसार कंपनी के सदस्यों का रजिस्टर और शेयर इस्तरांण बुक्स गुरुवार 22 सितंबर, 2016 से शुक्रवार 30 सितंबर, 2016 (दोनों दिनों सहित) तक 30 सितम्बर, 2016 को आयोजित कंपनी की एजीएम के उद्देश्य के लिए बंद रहेगी।

(सी) ई-वोटिंग:

कंपनी अधिनियम, 2013 की धारा 108, के साथ पठित कंपनी (प्रबंधन और प्रशासन) नियमों, 2014 के नियम 20 और लिस्टिंग एग्रीमेंट की खंड 35वी के अनुपालन में, सदस्यों को इलेक्ट्रॉनिक रूप से अपना वोट डालने की सुविधा प्रदान की जाएगी जो सूचना में उल्लिखित सभी प्रस्तावों पर, एजीएम के आयोजन स्थान के अलावा किसी अन्य स्थान (रिमोट ई-वोटिंग) से कर सकते हैं, जिसके लिए कंपनी ई-वोटिंग एजेंसी लिंक इन टाइम इंडिया प्राइवेट लिमिटेड से सेवाएं ली हुई हैं।

इसके अलावा एजीएम में मतपत्र के माध्यम से वोट देने की सुविधा उपलब्ध रहेगी। जिन सदस्यों ने एजीएम से पूर्व अपना वोट ई-वोटिंग के माध्यम से दे दिया है वह भी एजीएम में भाग ले सकते हैं लेकिन उन्हें एजीएम में अपना वोट देने की अनुमति नहीं होगी।

रिमोट ई-वोटिंग की अवधि मंगलवार 27 सितम्बर 2016 को प्रातः 9:00 बजे (आईएसटी) पर शुरू होगा और गुरुवार 29 सितम्बर 2016 को शाम: 5:00 बजे (आईएसटी) पर बंद होगा। इस अवधि के दौरान कंपनी के सदस्यों, या तो भौतिक रूप में या डिमटेरिआलेज्ड फॉर्म में शेयर धारण 23 सितंबर 2016 की कट ऑफ तिथि के आधार पर अपने वोट इलेक्ट्रॉनिक रूप से डाल सकते हैं। सदस्यों को यह ज्ञात हो कि 29 सितम्बर, 2016 को शाम 5:00 बजे (आईएसटी) के बाद ई-वोटिंग की अनुमति नहीं दी जाएगी।

यदि कोई व्यक्ति जो एजीएम सूचना भेजने के पश्चात कंपनी का सदस्य बनाता है और कट-ऑफ तिथि यानि 23 सितंबर, 2016 के आधार पर शेयरधारक है, वह लिंक इन टाइम इंडिया प्राइवेट लिमिटेड के delhi@linkintime.co.in पर यूजर आईडी और पासवर्ड प्राप्त कर सकते हैं। तथापि, यदि कोई व्यक्ति पहले से लिंक इन टाइम इंडिया प्राइवेट लिमिटेड के साथ पंजीकृत है तो वह रिमोट ई-मतदान के लिए मौजूदा यूजर आईडी एवं पासवर्ड वोट डालने के लिए इस्तेमाल कर सकता है।

मतपत्र के माध्यम से मतदान करने की सुविधा एजीएम में उपलब्ध करायी जायेगी और एजीएम में भाग लेने वाले जिन सदस्यों ने रिमोट ई-वोटिंग के द्वारा अपने मत नहीं डाले हैं, वे एजीएम में मतदान करने में सक्षम होंगे।

ई-वोटिंग के संबंध में किसी भी शिकायत के मामले में, सदस्य सहायता हेतु और सदस्यों से अक्सर पूछे जाने वाले प्रश्नों (एफएक्यूजे) और रिमोट ई-मतदान यूजर मैनुअल देखें या श्री मरत मूषण, लिंक इन टाइम इंडिया प्राइवेट लिमिटेड, पता 44, कम्युनिटी सेंटर, 2 फ्लोर, नरैना इंडस्ट्रियल एरिया, फेज-1, पीवीआर नारायण, नई दिल्ली-110037, ई-मेल: delhi@linkintime.co.in, फोन 011-41410592-93-94, पर अन्य किसी भी सप्टीकरण के लिए संपर्क करें।

ई-वोटिंग का नतीजा कंपनी की एजीएम में या उसके बाद घोषित किया जायेगा। निरीक्षक की रिपोर्ट के साथ घोषित परिणाम सदस्यों की जानकारी के लिए स्टॉक एक्सचेंज को सूचित किये जाने के साथ साथ कंपनी की वेबसाइट www.v2retail.com तथा लिंक इन टाइम इंडिया प्राइवेट लिमिटेड की वेबसाइट यानि www.linkintime.co.in पर दर्शाये जायेगा।

बैठक में भाग लेने और वहां मतदान करने का अधिकारी कोई भी सदस्य अपने स्थान पर बैठक में भाग लेने और मतदान करने के लिए एक प्रतिनिधि को नियुक्त करने का अधिकारी है और वह प्रतिनिधि कंपनी का सदस्य नहीं होना चाहिए। बैंक और प्रमावी होने के लिए, प्रतिनिधि नियुक्ति साधन, एजीएम के प्रारंभ होने से अड़तालीस घंटे पहले कंपनी के पंजीकृत कार्यालय में जमा किया जाना चाहिए।

एजीएम की सूचना के साथ वार्षिक रिपोर्ट कंपनी की वेबसाइट www.v2retail.com और लिंक इन टाइम इंडिया प्राइवेट लिमिटेड की वेबसाइट www.linkintime.co.in पर उपलब्ध है।

कृते वी2 रिटेल लिमिटेड
हस्ता/-
(राम चंद्र अग्रवाल)

स्थान: नई दिल्ली
तिथि: 06.09.2016

अध्यक्ष एवं प्रबंध निदेशक
DIN 00491885

पता: बी-1-801, लैगून अपार्टमेंट, एम्बिएंस आइलैंड,
गुडगाँव-122002, हरियाणा