



V2 RETAIL LIMITED

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi,
Village- Kapashera, Tehsil VasantVihar, 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 EIGHTEEN ANNUAL GENERAL MEETING "AGM" OF V2 RETAIL LIMITED WILL BE HELD ON SATURDAY, 7TH SEPTEMBER, 2019 AT KHASRA NO. 1138, SHANI BAZAR CHOWK, RAJOKARI, NEW DELHI 110038 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and the Auditor's thereon.
2. To appoint a director in place of Mr. Akash Agarwal (DIN: 03194632), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

"RESOLVED THAT, pursuant to section 152 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 Mr. Akash Agarwal (DIN: 03194632), as a Whole Time Director of the company at a monthly remuneration of ₹500,000 (Five Lakhs), who retires by rotation at this meeting and who shall be liable to retire by rotation.

SPECIAL BUSINESS:

3. 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded for effecting the following amendments in

the existing Articles of Association of the Company:-

1. To Amend the following clause no. 131A (c) in the Articles of Association of the Company

Clause 131 A (c) of Articles of Association of the Company shall be read and executed as stated below;

(c) The Investor Director shall be retiring and non-executive Director.

RESOLVED FURTHER THAT any Executive Director and/or the Company Secretary be and is hereby severally authorised to perform all acts, deeds and things, execute documents, and do all filings including e-filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161 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, Ms Rochelle Susanna Dsouza (DIN 07854452) representative/ Nominee of M/s India Fund 2020 II limited (Investor)

who was appointed by the board as an Additional Non Executive Nominee Director, liable to retire by rotation with effect from November 28, 2018, and who has submitted a declaration confirming that she meets the criteria of eligibility under the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director and Nomination and Remuneration committee has recommended her candidature for the office of Director, be and is hereby appointed as Non Executive Nominee Director, liable to retire by rotation w.e.f. November 28, 2018.

RESOLVED FURTHER THAT to give effect to above resolution, the Executive Director and/or the Company Secretary of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

5. **To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary 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. Harbir Singh Sidhu (DIN 01943424) who was appointed by the board as an Additional Director

designated as Non- Executive Independent Director of the company w.e.f. 30th April, 2019, and who holds office till the date of ensuing Annual General Meeting of the Company and who has submitted a declaration confirming that he meets the criteria of independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and Nomination and Remuneration committee has recommended his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and will hold office of Director for 5 (Five) consecutive years i.e. till 29th April, 2024.

RESOLVED FURTHER THAT to give effect to above resolution, the Executive Director and/or the Company Secretary of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

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

Ram Chandra Agarwal

(Chairman & Managing Director)

DIN: 00491885

Date: 29-07-2019

Place: New Delhi

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EIGHTEEN ANNUAL GENERAL MEETING (THE "MEETING") IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 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 less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

The Instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member.

2. Special business are being transacted at 18th(Eighteen) Annual General Meeting hence explanatory Statement as required under Section 102 of Companies Act, 2013, relating to the special business to be transacted at the meeting is applicable and annexed herewith.
3. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
4. Member's /Proxies/ Authorised Persons attending the Annual General Meeting (AGM) of the Company are requested to hand over the Attendance Slip, duly filled in for admission to the AGM hall.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and

those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.

7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
10. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
11. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send certified true copy of the Board Resolution/Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote on their behalf at the Meeting.
12. 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 up to the date of Annual General Meeting.
13. 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.
14. 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.
15. Statement giving details of the Director seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").

16. 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.
17. The Register of Members and Share Transfer Books of the Company shall remain closed from September 1, 2019 to September 7, 2019 (both days inclusive).
18. 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.
19. 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. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
20. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
21. 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.
22. 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 space provided in the Attendance Slip and hand it over at the registration counter.
23. 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.
24. 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.
25. 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.
- 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, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel : 011 - 4141 0592/93/94, Email : delhi@linkintime.co.in, Telefax : 011 - 4141 0591.
26. 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.
27. The Notice of AGM along with annual report and Attendance Slip are 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 copies of the Notice of AGM along with annual report and Attendance Slip are being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).
28. 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 Company is pleased to provide members facility to exercise their rights to vote on resolutions proposed in this notice by electronic means ("remote e-voting") and the business may be transacted through e-voting services, the said resolutions will not be decided on a show of hands

at the AGM. 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:

The voting period begins on Wednesday, September 4, 2019 at 9.00 a.m. and ends on Friday, September 6, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, August 31, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

- i) The shareholders should log on to the e-voting website <https://www.evotingindia.co.in> Click on "Shareholders / Members" tab to cast your votes.
- ii) 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.
- iii) Next enter the Image Verification as displayed and Click on Login.
- iv) 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.

v) 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). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) as recorded in your demat account or in the company records in order to login.. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (i).

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) 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.
- viii) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for <V2 RETAIL LIMITED> on which you choose to vote.
- x) 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.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv) If demat account holder has forgotten the login password then enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xvii) Note for Non- Individual Shareholders and Custodians :

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

Please follow all steps sl. no. (i) to sl. no. (xvii) above to cast vote.

xix) The share holders can opt for only one mode of voting, i.e. either ballot voting 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. However members who are attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting

xx) The official responsible to address the grievances connected with voting by electronic means - Mr. Umesh Kumar, Company Secretary & Compliance Officer, Ph. No. 011-41771850

xxi) Company shall publish the result of remote e-voting & the resolutions passed at its general meeting on its Website.

29. The Board of Directors has appointed Mr. Sharwan Kumar Goel, Chartered Accountant in practice (Firm Registration No.027892N.) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.

30. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman and in his absence to the Company Secretary of the Company.

31. The result of voting shall be declared by the Chairman of the meeting on or after the Annual General Meeting 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 the CDSL immediately after the result is declared by the Chairman.

32. The result will also be communicated to stock exchange where the shares of the Company are listed.

33. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and as per Rule 18 of the Companies (Management and Administration) Rules, 2014 allowed companies to send any notice/document (including Annual Report) to its members via e-mail. In order to support the same members hereby requested to register, update and provide their respective operational e-mail id to RTA i.e. Link Intime India Private Limited or/and their respective Depository Participant (DP's).

34. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 8, 2018 and others respective allied Acts, rules and regulations as amended thereof, members holding shares in physical form are hereby requested to urgently convert them in Dematerialization form by requesting the RTA i.e. Link Intime India Private Limited or/and their respective Depository Participant (DP's).

35. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Akash 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 re-appointed at the ensuing Annual General Meeting, as required under Regulation 36 of SEBI (Listing Obligation Disclosure Requirement) Regulations 2015 and Secretarial Standard 2, are as under:

Details of Directors Seeking Appointment/ Re-Appointment at the Annual General Meeting:

Name and Age of Director	Mr. Akash Agarwal
Date of Birth	24/04/1992
Age	27 Year
DIN	03194632
Date of first Appointment in board	29/09/2017
Expertise in Specific Functional Area	He has a vast experience in Retail Industry
Qualifications	Bachelor of Business Administration (BBA) from Lancaster University (United Kingdom)
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	To be appointed as Whole Time Director being eligible to retire by rotation and remuneration is ₹500,000 (Five Lakhs) Per Month
Last Drawn Remuneration	₹300,000 (Three Lakhs) Per Month
Directorship in Other Companies as on date	Rishikesh Commosales Private Limited, Topline Vintrade Private Limited, V2 Conglomerate Limited
No. of Board Meeting attended during the year 2018-2019	10
Membership/Chairmanship of Other Public Companies Committees	None
Relationship with other Directors	Mr. Akash Agarwal is son of Mr. Ram Chandra Agarwal & Mrs. Uma Agarwal
Shareholding in the Company	N.A.
Brief Resume	Mr. Akash Agarwal is Bachelor of Business Administration (BBA) from Lancaster University (United Kingdom) and he has more the 6 year experience in Retail Industry.

For other details such as number of meetings of the board attended during the year and remuneration drawn in respect of above director, please refer to the corporate governance report which is a part of this Annual Report.

ANNEXURE TO THE NOTICE

Explanatory Statement

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Item No. 3 to the Notice

Item 3:

A Share holding Subscription and Shareholders Agreement ("SSHA") had been executed between India 2020 Fund II Limited and the Company (V2 Retail Limited), pursuant to which India 2020 Fund II Limited had subscribed 20,00,000 (Twenty Lakhs) Equity Shares of V2 Retail Limited @ a price of ₹380/- each including the premium amount of ₹370/- each as per the ICDR 2009 regulations price calculation. Pursuant to the SSHA, Article of Association of the Company was amended. Further pursuant to letter dated November 16, 2018, M/s India 2020 Fund II Limited has agreed for appointment of nominee director whose office shall be eligible for retire by rotation, i.e. rotational director. Therefore as stated above in the resolution item no. 3 few provisions have been incorporated in the proposed Articles.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

The Board of Directors' in their meeting held on July 29, 2019 has approved the amendment in the Article of Association of the Company as set out in item no. 3 of the notice, subject to the approval of members of the Company:

A copy of the proposed amended Articles of Association (AOA) is available for inspection in physical by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting i.e. September 6, 2019 and is also available on the website of the Company at <https://www.v2retail.com>

The Board recommends the Special Resolution set out at Item No 3 of the Notice for approval by the Members.

None of the Directors except Ms Rochelle Susanna Dsouza (DIN 07854452) representative/Nominee of M/s India Fund 2020 II limited (Investor) and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as item No. 3

Item 4:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Item No. 4 to the Notice

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting on November 28, 2018 has approved the appointment of Ms Rochelle Susanna Dsouza (DIN 07854452) representative/Nominee of M/s India Fund 2020 II limited (Investor) as Non Executive additional Nominee Director of the Company w.e.f. November 28, 2018, whose office is liable to retire by rotation, subject to the approval of shareholders of the company, in terms of Section 152, 161 and other applicable provisions of 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.

Further Company has also received the notice in writing from a member under Section 160 of the Act, proposing the candidature of Ms Rochelle Susanna Dsouza (DIN 07854452) for the office of Non Executive - Nominee Director of the Company,

The Company has received the following disclosures / declarations from Ms Rochelle Susanna Dsouza (DIN 07854452)

- (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, to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013, the Board is of the opinion that Ms Rochelle Susanna Dsouza (DIN 07854452) fulfils the conditions for her appointment as an Non Executive Nominee Director as specified in the Companies Act, 2013 and the Listing Regulations and are independent from the management of the Company.

Ms. Rochelle Susanna Dsouza is a Principal at Lighthouse. Prior to Lighthouse, she was a Manager at SBI Capital Markets, Investment Banking Division, where she focused on equity capital

market transactions. Rochelle earned a Bachelor of Engineering in Electronics & Communication from Rashtreeya Vidyalaya College of Engineering (RVCE) and an MBA from S.P. Jain Institute of Management & Research. She is also a CFA Level III candidate.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of the above Director 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 and also posted on the website of the Company i.e. www.v2retail.com.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Ms Rochelle Susanna Dsouza (DIN 07854452) as Non Executive Nominee Director. Accordingly, the Board seeks approval of the members

for the appointment of Ms Rochelle Susanna Dsouza (DIN 07854452) as Non Executive Nominee Director of the Company w.e.f. November 28, 2018, pursuant to section 152, 161 and other applicable provisions of the Act, and Rules made there under.

Except Ms Rochelle Susanna Dsouza (DIN 07854452) no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolutions set out at Item No. 4 of the Notice.

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

The personal details & experience of directors pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as stated below:

Name and Age of Director	Ms Rochelle Susanna Dsouza, 32 Year
Date of Birth	04/10/1986
Director Identification Number	07854452
Qualification	Bachelor of Engineering in Electronics & Communication and MBA
Experience	Ms.Rochelle Susanna Dsouza is a Principal at Lighthouse. Prior to Lighthouse, she was a Manager at SBI Capital Markets, Investment Banking Division, where she focused on equity capital market transactions.
Terms and Conditions of appointment along with details of remuneration sought to be paid	Liable to retire by rotation, Non Executive, Nominee Director of the company as a representative/Nominee of M/s India Fund 2020 II limited (Investor) pursuant to share purchase agreement dated October 13, 2017 and Investor request letter dated November 16, 2018.
Last Drawn Remuneration	N.A.
Date of first appointment on the Board	November 28, 2018
Shareholding in the company	Nil
Relationship with other Directors, Manager and KMP	She does not have any relationship with other directors, Manager and Key Managerial Personnel of the Company
No. of Board Meeting attended during the year	3
Directorship held in other companies	Wow Momo Foods Private Limited
Membership/Chairmanship of the Committees across the other Companies	-
Brief Profile	Ms.Rochelle Susanna Dsouza is a Principal at Lighthouse. Prior to Lighthouse, she was a Manager at SBI Capital Markets, Investment Banking Division, where she focused on equity capital market transactions. Rochelle earned a Bachelor of Engineering in Electronics & Communication from RashtreeyaVidyalaya College of Engineering (RVCE) and an MBA from S.P. Jain Institute of Management & Research. She is also a CFA Level III candidate.

Item 5:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Item No. 5 to the Notice

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting on 30th April 2019 has approved the appointment of Mr. Harbir Singh Sidhu (DIN 01943424) as an Independent Director of the Company subject to the approval of shareholders 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.

Further Company has also received the notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Harbir Singh Sidhu (DIN 01943424) for the office of Non Executive Independent Director of the Company,

The Company has received the following disclosures / declarations from Mr. Harbir Singh Sidhu (DIN 01943424)

- 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, to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013, and Declaration that they 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. Harbir Singh Sidhu (DIN 01943424) fulfils the conditions for his appointment as an Non Executive Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and are independent from the management of the Company.

Mr. Harbir Singh Sidhu (DIN -01943424) is a Graduate (BA Hons) form Cambridge University and has a vast experience of 44 year. Mr. Sidhu has taught Economics at

Punjab University and Jawaharlal Nehru University and worked as consultant with planning commission. Further Mr. Sidhu has vast experience in retail industry, he has worked with;

1. Ebony Retail Holding as Operations Manager
2. Vishal Mega Mart as Operations Manager
3. Koutons Retail as Executive Vice President
4. Credo Brands Marketing Private Limited (Mufti) as CEO

A copy of the draft letter of appointment setting out the terms and conditions of appointment of the above Director 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 and also posted on the website of the Company i.e. www.v2retail.com.

The Board consider that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Harbir Singh Sidhu (DIN -01943424) as Non Executive Independent Director. Accordingly, the Board seeks approval of the members for the appointment of Mr. Harbir Singh Sidhu (DIN -01943424) as Non Executive Independent Director of the Company w.e.f. April 30, 2019 for a term of 5 years i.e. from 30th April, 2019 to 29th April, 2024, pursuant to section 149, 152 and other applicable provisions of the Act, and Rules made there under.

Except Mr. Harbir Singh Sidhu (DIN -01943424), no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolutions set out at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item no. 5 for your approval.

The personal details & experience of directors pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as stated below:

Name and Age of Director	Mr. Harbir Singh Sidhu (DIN -01943424), 68 Year
Date of Birth	23-05-1951
Director Identification Number	01943424
Qualification	Graduate (BA Hons) form Cambridge University
Experience	Mr. Harbir Singh Sidhu has a vast experience of 44 year.
Terms and Conditions of appointment along with details of remuneration sought to be paid	Not liable to retire by rotation and Appointment for a period of Five Year w.e.f. April 30, 2019
Last Drawn Remuneration	N.A.
Date of first appointment on the Board	April 30, 2019
Shareholding in the company	Nil
Relationship with other Directors, Manager and KMP	He does not have any relationship with other directors, Manager and Key Managerial Personnel of the Company
No. of Board Meeting attended during the year	N.A.
Directorship held in other companies	-
Membership/Chairmanship of the Committees across the other Companies	-
Brief Profile	<p>Mr. Harbir Singh Sidhu (DIN -01943424) is a Graduate (BA Hons) form Cambridge University and has a vast experience of 44 year. Mr. Sidhu has taught Economics at Punjab University and Jawaharlal Nehru University and worked as consultant with Planning commission. Further Mr. Sidhu has vast experience in retail industry, he has worked with;</p> <ol style="list-style-type: none"> 1. Ebony Retail Holding as Operations Manager 2. Vishal Mega Mart as Operations Manager 3. Koutons Retail as Executive Vice President 4. Credo Brands Marketing Private Limited (Mufti) as CEO

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

Date: 29-07-2019
Place: New Delhi

Ram Chandra Agarwal
(Chairman & Managing Director)
DIN: 00491885

Route map to the venue of the 18thAGM

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 herein below:

