

**V2 RETAIL LIMITED**

CIN - L74999DL2001PLC147724,

Regd. Office: Khasra No. 928, Extended Lal Dora Abadi, Village- Kapashera, Tehsil Vasant Vihar, New Delhi
South West Delhi – 110 037,

Phone: 011-41771850, **E-mail:** cs@v2retail.net.in,

Website: www.v2retail.com

NOTICE

Notice is hereby given that the 20th (Twentieth) Annual General Meeting (AGM) of the Members of V2 Retail Limited ("the Company") will be held on Tuesday, 28th September, 2021 at 10.00 AM IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") for the purpose of which the Registered Office of the Company situated at Khasra No. 928, Extended Lal Dora Abadi, Village-Kapashera, South West Delhi, New Delhi – 110037 shall be deemed to be the venue of the AGM and the proceedings of the AGM shall be deemed to be taken place thereat, to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt :
 - a The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.
 - b The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Report of Auditors thereon.
2. To appoint a director in place of Mr. Akash Agarwal, Whole time Director having DIN 03194632, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers himself for re-appointment.

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Company's Policy on Nomination, Remuneration & Evaluation and as per the Articles of Association

of the Company and the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Shareholders of the Company be and is hereby accorded to re-appoint Mr. Ram Chandra Agarwal (DIN 00491885) as the Chairman & Managing Director ("Chairman & MD") of the Company, for a period of 5 consecutive years, with effect from November 22, 2021 upto November 21, 2026, (not liable to retire by rotation) as per the terms and conditions including remuneration, as decided by the Board at its meeting, which inter-alia, include the following:

- Fixed remuneration: upto ₹ 5,00,000 (₹ Five Lacs) per month;
- Perquisites: Benefits, schemes, privileges and amenities as per the Company's policy.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year the above remuneration shall be paid to Mr. Ram Chandra Agarwal as minimum remuneration and remuneration payable shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to the terms and conditions including remuneration payable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ram Chandra Agarwal, subject to

the same not exceeding the limits specified under section 197 or Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to this resolution."

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

Sudhir Kumar
Company Secretary & Compliance Officer
M. No.: A25125

Date: August 13, 2021
Place: New Delhi

Notes :

Notes :

1. In view of the continuing massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and MCA vide its Circular No. 02/2021 dated 13th January, 2021 to be read in conjunction with Circular No. 20/2020 dated 5th May, 2020, Circular No.14/2020 & 17/2020 dated 8th April, 2020 as issued by the Ministry of Corporate Affairs and SEBI vide its circular number SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021 in continuation of SEBI circular number SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.

The Company has engaged the services of Link Intime India Private Limited (Intime) to provide the necessary electronic platform for holding the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM VIA LINK INTIME INSTAMEET ARE AS UNDER:

Step1: Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Thereafter, a Web Page of Link Intime InstaMeet will appear and the following steps are to be followed thereon:

Step 2: Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary**
- Shareholders/ members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in Physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN)

(Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Step 3: Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note: Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS WHO INTENDS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request **3 days in advance** with the company on the specific email id i.e.: cs@v2retail.net.in.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "Speaking Serial Number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the Panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Note: Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the Electronic Voting is activated by the Scrutinizer/ Moderator during the Meeting, Shareholders/ Members who have not exercised their vote through the Remote E-voting can cast the Vote as under:

1. On the Shareholders VC page, click on the link for E-Voting **"Cast your vote"**
2. Enter your 16 digit Demat Account No./ Folio No. and OTP (received on the registered Mobile number/ registered Email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favor/ against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favor/against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favor/against'.
5. After selecting the appropriate option i.e. Favor/ against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

SYSTEM REQUIREMENTS RELATED INSTRUCTIONS FOR BEST VC EXPERIENCE

Internet connection- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting

Further, Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Contact Details- In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or Contact on: - **Tel: 022-49186175.**

2. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to goelsharwan@hotmail.com with copies marked to the Company at cs@v2retail.net.in and to its RTA at enotices@linkintime.co.in.
3. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (Intime) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by Intime.

7. The Notice calling the AGM has been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Link Intime (agency for providing the Remote e-Voting facility) i.e. <https://www.linkintime.co.in>.
8. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 02/2021 dated 13th January, 2021.
9. The recorded transcript of the forthcoming AGM on 28th September, 2021, shall also be made available on the website of the Company www.v2retail.com in the Investor Relations Section, as soon as possible after the Meeting is over.
10. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID : cs@v2retail.net.in till the date of AGM.
11.
 - i. Members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime India Private Limited, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members.
 - ii. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
- iii. To ensure all communications/ monetary benefits are received promptly, all shareholders holding shares in physical form are requested to notify to the Company, his/ her PAN/change in their address/bank details / email id/mobile number instantly by filling the KYC Form and by sending at the Registered Office of the Company at Khasra No. 928, Extended Lal Dora Abadi, South West Delhi - 110037.
12. The annual accounts of the subsidiary company along with the related detailed information are available for inspection at the Registered Office of the Company and of the subsidiary concerned and copies will be made available to Shareholders of V2 Retail Limited and its subsidiary company upon request.
13. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
14. Special business are being transacted at 20th (Twentieth) 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.
15. 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.
16. 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.
17. All documents referred to in the notice are open for inspection by the members and can be availed by writing an email at cs@v2retail.net.in to the Company.
18. 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.
19. 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.

20. 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").
21. 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@v2retail.net.in for quick Redressal of Members/investors grievances.
22. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (both days inclusive).
23. 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.
24. 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.
25. 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.
26. 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.
- 1 Non-Resident Indian Members are requested to inform RTA, immediately of:
- Change in their residential status on return to India for permanent settlement or
 - 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.
27. 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.
28. 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 as per the instructions mentioned below:
- Registration of email ID and Bank Account details:
- In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
- In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
- Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit.
- OR**
- In the case of Shares held in Demat mode:*
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
29. In terms of MCA circulars, the Notice of AGM along with annual report is being sent in electronic mode to members whose e-mail

IDs are registered with the Company or the Depository Participant(s).

30. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting (remote e-voting). A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

The Company has engaged the services of Link Intime India Private Limited (Intime) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in Demat mode, pursuant to SEBI circular dated December 9, 2020:

The voting period begins on Saturday, September 25, 2021 at 9.00 a.m. and ends on Monday, September 27, 2021 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 **Tuesday, September 21, 2021** may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%^&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to

login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME :

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

The official responsible to address the grievances connected with voting by electronic means : Mr. Sudhir Kumar, Company Secretary & Compliance Officer, Ph. No.011-41771850, email : cs@v2retail.net.in.

31. The Board of Directors has appointed Mr. Sharwan Kumar Goel (Kumar Sarwan & Co.), Chartered Accountant in Practice (Firm Registration No.027892N.) as the Scrutinizer, for conducting the voting and remote e-voting process in a fair and transparent manner.
32. 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.
33. 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 Link Intime immediately after the result is declared by the Chairman.
34. The result will also be communicated to stock exchange where the shares of the Company are listed.

35. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Akash Agarwal, Whole time Director (DIN: 03194632), retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends 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:

Name of Director	Mr. Akash Agarwal
Date of Birth	24 th April, 1992
Age	29 Years
DIN	03194632
Date of first Appointment in board	29 th September, 2017
Expertise in Specific Functional Area	He has vast experience in E-Commerce, Procurement and Finance
Qualifications	Graduate in Business Administration from Lancaster University (UK)
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as Whole Time Director being eligible to retire by rotation and remuneration upto ₹ 500,000 (Five Lacs) Per Month
Last Drawn Remuneration	₹ 5,00,000 Per Month
Directorship in Other Companies as on date	V2 Smart Manufacturing Private Limited Rishikesh Commosales Private Limited Topline Vintrade Private Limited V2 Conglomerate Limited
No. of Board Meeting attended during the year 2020-2021	5
Membership/Chairmanship of Other Public Companies Committees	-
Relationship with other Directors	Mr. Akash Agarwal is the Son of Mr. Ram Chandra Agarwal, Chairman & Managing Director & Mrs. Uma Agarwal, Whole-time Director
Shareholding in the Company	1,31,500 equity shares
Brief Resume	Mr. Akash Agarwal is a Business Administration graduate, holds good experience in Retail Industry especially in E-Commerce, Procurement and Finance. He is on Board of the Company since September, 2017. Mr. Akash Agarwal has played a significant role in scaling of the Company to new heights.

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.

Except Mr. Ram Chandra Agarwal, Mrs. Uma Agarwal, Mr. Akash Agarwal, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolution set out at Item No. 2 of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Mr. Ram Chandra Agarwal (DIN 00491885) was re-appointed as the Chairman & Managing Director ("Chairman & MD") of the Company for a period of five years with effect from November 22, 2016 as per shareholders' approval dated 29th September, 2017 and accordingly, his tenure is expiring on November 21, 2021.

In view of the valuable contributions made by Mr. Ram Chandra Agarwal and his extensive knowledge of the Company's operation and rich experience in managing the affairs of the Company, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Ram Chandra Agarwal as the Chairman & MD for a further period of five years with effect from November 22, 2021 upto November 21, 2026.

Accordingly, the Board recommends passing the resolution at Item No. 3 of the Notice as a Special Resolution by the Members.

Mr. Ram Chandra Agarwal is not disqualified in terms of Section 164 of the Act and has given his consent to act as the Chairman & MD of the Company.

Mr. Ram Chandra Agarwal satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V to the Act, for being eligible for his re-appointment.

A Copy of the draft letter of reappointment to be issued to Mr. Ram Chandra Agarwal is open for inspection in physical by any member of the Company at the Registered Office of the Company during the business hours on any working day and the same shall be treated as a written statement setting out terms and conditions of his appointment as per under section 190 of the Companies Act, 2013

The terms and conditions as to the appointment including remuneration of Mr. Ram Chandra Agarwal are broadly stated as under:

The Board of Directors are of the opinion that the appointment of Mr. Ram Chandra Agarwal as the Managing Director is in the best interest of the Company and accordingly, recommend the Special Resolution set out in Item No. 3 of the Notice for approval of the Shareholders in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

Mr. Ram Chandra Agarwal is interested in the resolution set out at Item No. 3 of the Notice with regard to his reappointment and remuneration and to the extent of his shareholding in the Company and therefore refrain himself for voting in the concerned matter in his capacity as a Shareholder.

Relatives of Mr. Ram Chandra Agarwal may be deemed to be interested in the said resolution, to the extent of their shareholdings, in the Company and therefore refrain themselves for voting in the concerned matter in their capacity as a Shareholder.

Except Mr. Ram Chandra Agarwal, Chairman & Managing Director, Mrs. Uma Agarwal, Whole-time Director and Mr. Akash Agarwal, Whole-time Director & CFO, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in this resolution.

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 of Director	Mr. Ram Chandra Agarwal
Date of Birth	15 th February, 1965
Age	56 Years
DIN	00491885
Date of first Appointment in board	23 rd July, 2001
Expertise in Specific Functional Area	He has vast experience of more than 25 Years in retail sector and pioneered the value retailing concept in India.
Qualifications	Bachelor Degree in Commerce
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	To be re-appointed as Chairman & Managing Director not being eligible to retire by rotation at a remuneration of upto ₹ 500,000 (Five Lacs) Per Month

Last Drawn Remuneration	₹ 5,00,000 Per Month
Directorship in Other Companies as on date	Sunita Fashion Private Limited V2 Smart Manufacturing Private Limited Unicon Marketing Pvt. Ltd Ricon Commodities Pvt. Ltd VRL Retailer Business Solutions Private Limited Vishal Waterworld Private Limited
No. of Board Meeting attended during the year 2020-2021	5
Membership/ Chairmanship of Other Public Companies Committees	-
Relationship with other Directors	Mrs. Uma Agarwal, Whole-time Director is the wife of Mr. Ram Chandra Agarwal & Mr. Akash Agarwal, Whole Time Director & CFO is the Son of Mr. Ram Chandra Agarwal
Shareholding in the Company	32,07,911 Equity Shares
Brief Resume	Mr. Ram Chandra Agarwal is a commerce graduate and holds good experience of more than 25 Years in retail sector. He is on Board of the Company since the inception of the Company. Mr. Ram Chandra Agarwal has rich experience in managing the affairs of the Company and has valuable contributions in developing the business of the Company

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

**Sudhir Kumar
Company Secretary & Compliance Officer
M. No. A25125**

Date: August 13, 2021
Place: New Delhi