



September 30, 2023

<b>To:</b> The Listing Department <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> "Exchange Plaza" Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East ), Mumbai – 400051 <b>NSE Script Code: V2RETAIL</b>	<b>To:</b> The Corporate Relationship Department <b>THE BSE LIMITED</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001  <b>BSE Script Code:- 532867</b>
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**Sub: Disclosure of Voting Results of the Annual General Meeting held on 29<sup>th</sup> September, 2023 pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, we are enclosing herewith the voting results of the 22<sup>nd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2023 and a consolidated report of the Scrutinizer on Remote E-Voting And E-Poll (voting during the AGM).

We request you to kindly take the above information on record.

Thanking you,

Yours truly,  
For **V2 Retail Limited**

**Sudhir Kumar**  
**Company Secretary & Compliance Officer**

Encl.: As above

**V2 Retail Limited**  
**22<sup>nd</sup> Annual General Meeting**  
**Combined Result Dated 30.09.2023**

Date of Annual General Meeting	29 <sup>th</sup> September, 2023
Total Number of Shareholder's on Record Date	17,877
No. of Shareholder Present in the Meeting either in person or through proxy:	
Promoter's and Promoters Group:	-
Public:	-
No. of Shareholder attended the Meeting through Video Conferencing	
Promoter's and Promoters Group:	8
Public:	63

**Agenda:-**

<b>RESOLUTION NO. 1</b>		TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.						
Resolution Required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	18767651	18235890	97.1666	18235890	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18235890	97.1666	18235890	0	100.0000	0.0000
Public Institutions	E-Voting	2329200	2200000	94.4530	2200000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2200000	94.4530	2200000	0	100.0000	0.0000
Public Non Institutions	E-Voting	13492490	447788	3.3188	447666	122	99.9728	0.0272
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		447788	3.3188	447666	122	99.9728	0.0272
<b>Total</b>		<b>34589341</b>	<b>20883678</b>	<b>60.3761</b>	<b>20883556</b>	<b>122</b>	<b>99.9994</b>	<b>0.0006</b>

**Result: Resolution Passed with requisite Majority**

<b>RESOLUTION NO. 2</b>		TO APPOINT A DIRECTOR IN PLACE OF MRS. UMA AGARWAL, WHOLE-TIME DIRECTOR HAVING DIN: 00495945, WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AT THIS AGM AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.						
Resolution Required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18767651	14927260	79.5372	14927260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14927260	79.5372	14927260	0	100.0000	0.0000
Public Institutions	E-Voting	2329200	2200000	94.4530	2200000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2200000	94.4530	2200000	0	100.0000	0.0000
Public Non Institutions	E-Voting	13492490	447789	3.3188	447446	343	99.9234	0.0766
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		447789	3.3188	447446	343	99.9234	0.0766
<b>Total</b>		<b>34589341</b>	<b>17575049</b>	<b>50.8106</b>	<b>17574706</b>	<b>343</b>	<b>99.9980</b>	<b>0.0020</b>

**Result: Resolution Passed with requisite Majority**



<b>RESOLUTION NO. 3</b>		TO CONSIDER & APPROVE THE APPOINTMENT OF MR. AKASH AGARWAL HAVING DIN: 03194632 AS WHOLE-TIME DIRECTOR OF THE COMPANY W.E.F. 12TH AUGUST, 2023 FOR A PERIOD OF FIVE YEARS.						
<b>Resolution Required: (Ordinary / Special)</b>			Special Resolution					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	18767651	14927260	79.5372	14927260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14927260	79.5372	14927260	0	100.0000	0.0000
Public Institutions	E-Voting	2329200	2200000	94.4530	2200000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2200000	94.4530	2200000	0	100.0000	0.0000
Public Non Institutions	E-Voting	13492490	447789	3.3188	447446	343	99.9234	0.0766
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		447789	3.3188	447446	343	99.9234	0.0766
<b>Total</b>		<b>34589341</b>	<b>17575049</b>	<b>50.8106</b>	<b>17574706</b>	<b>343</b>	<b>99.9980</b>	<b>0.0020</b>

**Result: Resolution Passed with requisite Majority**



## **SCRUTINIZER'S REPORT-CONSOLIDATED**

To,

September 30, 2023

The Chairman

**M/s V2 Retail Limited**

Khasra No. 928 Extended Lal Dora Abadi,  
Village Kapashera, Tehsil Vasant Vihar,  
South West Delhi-110037

**Sub: Consolidated Scrutinizer's Report On E-Voting Process (Remote E-Voting) and Electronic Voting(E-Voting) during the Annual General Meeting Pursuant to Section 108 of the Companies Act, 2013 for the 22<sup>nd</sup> Annual General Meeting of V2 Retail Limited Held on Friday, September 29, 2023 At 11:00 A.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OVAM').**

Dear Sir,

I, Sharwan Kumar Goel, a Chartered Accountant in Practice (Kumar Sarwan & Co.), has been appointed as the Scrutinizer by the Board of Directors of V2 Retail Limited vide resolution dated 12<sup>th</sup> August, 2023, pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the 22<sup>nd</sup> Annual General Meeting of the Shareholders of the Company held on 29<sup>th</sup> September, 2023 at 11:00 A.M. through VC/OAVM.

Accordingly, V2 Retail Limited has made arrangement with the system provider viz, Link Intime India Private Limited for providing a system of recording votes of the shareholders electronically through e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting).

Necessary, Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Notice of Annual General Meeting dated August 12, 2023 as sent to Shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories in compliance with MCA General Circular No. 20 dated 05<sup>th</sup> May, 2020 read with General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 to be read in conjunction with Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, Circular No. 14/2020 & 17/2020 dated 08<sup>th</sup> 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.







In accordance with the Notice of the 22<sup>nd</sup> Annual General Meeting sent to the Shareholders and the "Advertisement" published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015), the remote e-voting commenced on Tuesday, September 26, 2023 at 09:00 A.M. and ended on Thursday, September, 28, 2023 at 05:00 P.M.

The Shareholders of the Company holding shares as on "Cut-Off" date i.e. Friday, September 22, 2023 were entitled to vote on the resolutions as contained in the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company and the total Shareholders of the Company as on the "Cut-Off" date were 17,877 (Seventeen Thousand Eight Hundred Seventy Seven) only.

After conclusion of the e-voting at the Annual General Meeting, the votes cast under remote e-voting and vote casted through e-voting during the AGM were unblocked on the Link Intime e-voting platform in the presence of two witnesses and then e-voting results were downloaded.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the Link Intime India Private Limited e-voting system.

71 (Seventy One) only No. of Shareholders participated through VC/OAVM.

I now submit my Consolidated Report on the remote e-voting and e-voting process conducted at the 22<sup>nd</sup> Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

- I. **Resolution No. 1:-** To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023 and the Report of Auditors thereon.

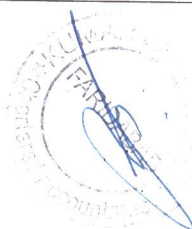
**Type of Resolution:** Ordinary Resolution

a. Voted in favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total Number of valid Votes Cast
93	20883556	99.9994%

b. Voted against of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total Number of valid Votes Cast
19	122	0.0006%





c. Invalid Votes:

Total Number of Members whose votes were declared Invalid	Total Number of Votes cast by them
Nil	

**REMARKS: THE ORDINARY RESOLUTION NO.1 AS MENTIONED ABOVE IS PASSED BY THE REQUISITE MAJORITY.**

- II. **Resolution No. 2:-** To appoint a Director in place of Mrs. Uma Agarwal, Whole-time Director having DIN: 00495945, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers herself for re-appointment.

**Type of Resolution:** Ordinary Resolution

a. Voted in favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total Number of valid Votes Cast
90	17574706	99.9980%

b. Voted against of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total Number of valid Votes Cast
21	343	0.0020%

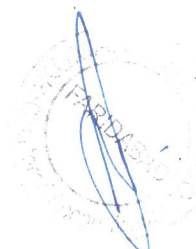
c. Invalid Votes:

Total Number of Members whose votes were declared Invalid	Total Number of Votes cast by them
Nil	

**REMARKS: THE ORDINARY RESOLUTION NO.2 AS MENTIONED ABOVE IS PASSED BY THE REQUISITE MAJORITY.**

- III. **Resolution No. 3:-** To consider & approve the appointment of Mr. Akash Agarwal having DIN: 03194632 as Whole-time Director of the Company w.e.f. 12th August, 2023 for a period of five years.

**Type of Resolution:** Special Resolution





a. Voted in favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total Number of valid Votes Cast
90	17574706	99.9980%

b. Voted against of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total Number of valid Votes Cast
21	343	0.0020%

c. Invalid Votes:

Total Number of Members whose votes were declared Invalid	Total Number of Votes cast by them
Nil	

**REMARKS: THE SPECIAL RESOLUTION NO. 3 AS MENTIONED ABOVE IS PASSED BY THE REQUISITE MAJORITY.**

Thanking You,

Yours faithfully  
For Kumar Sarwan & Co.  
Chartered Accountants

(Sharwan Kumar Goel)  
Proprietor  
Membership No.: 093010  
Firm Regn. No.: 027892N  
Place: New Delhi  
Date: September 30, 2023  
UDIN: 23093010BGYNYK2849

Counter Signed By:  
For V2 Retail Limited

Ram Chandra Agarwal  
Chairman & Managing Director  
DIN:00491885

Date: September 30, 2023