



December 15, 2017

To,

National Stock Exchange of India Limited Exchange Plaza, C-1, Block -G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051, Script Code:- V2RETAIL	Bombay Stock Exchange Limited, "Phiroze Jeejeebhoy Towers", Dalal Street, Mumbai-400001, Script Code- 532867
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SUB: DISPATCH OF NOTICE OF EXTRA ORDINARY GENERAL MEETING

We wish to inform you that pursuant to applicable provisions of the Companies Act, 2013 and pursuant to applicable regulation of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the company has completed the physical and electronic dispatch of the Notice of Extra Ordinary General Meeting on **15th December, 2017** to all the members whose names are recorded in the register of members or in register of beneficial interest owners maintained by depositories as on Friday, 8th December, 2017.

Pursuant to Regulation 30 read with Para A of Schedule III of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, enclose herewith the Notice of Extra Ordinary General Meeting to be held on Friday, 12th January, 2018 which has been sent to the shareholders of the Company.

Kindly take the same in your records.

THANKING YOU,

YOURS FAITHFULLY,

For V2 Retail Limited

(RAM CHANDRA AGARWAL)
(Chairman and Managing Director)
DIN: 00491885





V2 RETAIL LIMITED

CIN- L74999DL2001PLC147724

Registered office: Khasra No. 928, Extended Lal Dora Abadi Village Kapashera,
Tehsil Vasant Vihar, New Delhi South West Delhi - 110037, **Ph:** 011-41771850,
Email id: cs@vrl.net.in **Website:** www.v2retail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF V2 RETAIL LIMITED WILL BE HELD ON, THE 12TH DAY OF JANUARY, 2018 AT KHASRA NO. 1138, SHANI BAZAR CHOWK, RAJOKARI, NEW DELHI 110038 at 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO.1 - ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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 insert the following sub-clause in clause 2 (1) of Articles of Association of the Company

(za) Investor” means India 2020 Fund II, Limited.

(zb) Investor Shares” means 20,00,000 (twenty lakh) Equity Shares.

(zc) Threshold Stake” in relation to the shareholding of the Investor in the Company, means the number of Investor Shares which is equal to 33% of the Investor Shares held by the Investor as of October 16, 2017;

(zd) Unpublished Price Sensitive Information” has the meaning ascribed to such term in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. To insert the following clause no. 131A in the Articles of Association of the Company

131 A. Notwithstanding anything contained in these Articles:

- (a) On and from October 16 2017, so long as the Investor holds the Threshold Stake, the Investor shall be entitled to, but not obligated to, nominate 1 (one) person on the Board of the Company (“Investor Director”).
- (b) The Investor shall be entitled, from time to time, to remove such Investor Director nominated by it and to appoint another nominee instead and in the event of any vacancy being caused by such removal of the Investor Director, such vacancy shall be filled by appointment thereto of a new nominee of the Investor.
- (c) The Investor Director shall be non-retiring and non-executive Director.
- (d) The Investor Director shall enjoy and honour the full powers, privileges and responsibility of a non-executive Director of a company under the applicable Law and the Articles.
- (e) The Investor shall be entitled, subject to the provisions of the Companies Act, to appoint an alternate Director, for the Investor Director nominated by it. Such alternate Director shall be entitled to the exercise all the rights and privileges of the original Investor Director and shall be entitled to receive notice of all meetings of the Board and of committees thereof, of which the original Investor Director is a member and to perform all the functions of the original Investor Director in his absence.

- (f) The Investor Director shall not be required to hold any qualification shares.
- (g) Any committees constituted by the Board from time to time shall have the Investor Director as their member.
- (h) Subject to applicable law, the Company shall indemnify the Investor Director against any act, omission or conduct (including, contravention of any law) of or by the Company, its officials, employees, managers, representatives or agents, as a result of which, in whole or in part, the Investor Director is made party to, or otherwise incurs any losses including loss pursuant to or in connection with any action, suit, claim or proceeding arising out of or relating to any such act, omission or conduct.

The Company shall obtain adequate director's liability insurance for all the Directors

3. To insert the following clause no. 191 in the Articles of Association of the Company

191. INFORMATION / INSPECTION RIGHTS

To the extent permitted by applicable law, till such time the Investor holds the Threshold Stake, the Investor shall be entitled to:

- (a) receive from the Company the following, provided the same is not Unpublished Price Sensitive Information at the time of access being provided to the Investor:
 - (i) Quarterly results of the Company within 2 (two) days from the approval by the Board of Directors.
 - (ii) Annual results of the Company within 2 (two) days from the approval by the Board of Directors.
- (b) upon reasonable notice, access the books and records of the Company to assess the standards of financial controls and compliance, and conduct any audit on such books and accounts, provided however that such access and/or audit does not result in the Investor having access to any Unpublished Price Sensitive Information.

4. To insert the Following clause no. 192 in the Articles of Association of the Company:-

192. RESERVED MATTERS

Notwithstanding anything to the contrary contained in these Articles or elsewhere:

- (a) Till such time the Investor holds the Threshold Stake, the Company shall take consent from the Investor prior to taking any action in relation to any matter specified in Article 193 ("**Reserved Matter**").
- (b) Failure by the Investor to respond either on or prior to the date of the said meeting of the Board or in a meeting of the shareholders shall mean that the Investor has rejected such Reserved Matter, and the Company shall ensure that such Reserved Matter is not proceeded with.

5. To insert the Following clause no. 193 in the Articles of Association of the Company:-

193. RESERVED MATTERS

- (a) amend, repeal, or add any provision to the memorandum of association and/or the Articles of the Company that would adversely impact the rights granted to the Investor;
- (b) enter into, terminate or vary any terms of any agreement and/or transaction with related parties of the Company, other than those entered into in the ordinary course of business and which are on arms' length basis;
- (c) dissolution, voluntary winding-up or liquidation of the Company;
- (d) effecting any change in the Company's statutory auditors.

RESOLVED FURTHER THAT any Executive Director and 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.”

ITEM NO. 2 - INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013

To consider and approve the following resolution with or without modification, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force) and subject to necessary approvals, permissions, consents and sanctions of Concerned Statutory and other authorities as may be necessary under provisions of other applicable laws and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board, the approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 200 crore (Rupees Two hundred crore only), to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire byway of subscription, purchase or otherwise, the securities of any other body corporate, unit of mutual funds, subject to the limits set above on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company as set out above exceed the limits specified under Section 186(2) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/ loans/ guarantees/ securities made or provided by the Company (as the case may be).”

**By the Order of the board of directors
For V2 Retail Limited**

**Ram Chandra Agarwal
Chairman & Managing Director
DIN 00491885**

Date:11.12.2017
Place : New Delhi

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with their rules, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is appended to this Notice.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of proposed Special Resolution setting out material facts in relation thereto is appended to this Notice.

3. All documents referred to in the Notice or in the appended Explanatory Statement are open for inspection in physical at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days upto the date of Extra Ordinary General Meeting.
4. Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on written request only.
5. Members who are holding shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in Physical form are requested to write their Folio No. in the attendance slip for easier identification and for attending the meeting
6. The Notice of the EGM indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. We request shareholders to update their mail address with their depository participant to ensure that the documents reach them on their preferred mail address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at cs@vrl.net.in/ Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited
7. The Notice for the Extra Ordinary General Meeting will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Extra Ordinary General Meeting. The above said Notice shall also be available on the Company's website at <http://www.v2retail.com/> and on the website of the CDSL: www.cdslindia.com for inspection and downloading by the shareholders of the Company.

Business to be transacted at the meeting may be transacted through electronic voting system and Company is providing facility for voting by electronic means

8. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
9. Members seeking further information on any matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting
10. 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.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
12. 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 at the registered office of the company / Share Transfer Agent (RTA), Link Intime India Private Limited, 44, Community Centre, 2nd floor, Naraina Industrial Area, Phase-I, PVR Naraina, New Delhi-110028 and also at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
13. In Compliance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided an facility to the members to exercise their votes electronically through the electronic voting system facility as provided by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their vote by remote e-voting prior to the

EGM may attend the EGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.

14. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner on all resolutions set forth in the Notice convening Extra Ordinary General Meeting to be held on 12th January, 2018.

The instructions for shareholders voting electronically are as under:

The voting period begins on Tuesday, 9th January, 2018 at 09:00 AM and ends on Thursday, 11th January, 2018 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 5th January, 2018 (record date) may cast their vote electronically. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently

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

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none"> • 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
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then directly reach 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 e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant V2 Retail Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed 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.

In case of members receiving the physical copy:

- i) Please follow all steps sl. no. (i) to sl. no. (xvii) above to cast vote.
- (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 or
- (xix) The official responsible to address the grievances connected with voting by electronic means- Mr. Umesh Kumar and Mr. Vipin Kaushik, Ph. No. 011-41771850

15. 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.
16. 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 make a scrutinizer report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company
17. The shareholders can opt for only one mode of voting, i.e. either physically by attending EGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in EGM.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. 5th January, 2018.
19. The result of voting shall be declared by the Chairman of the meeting on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [http:// www.v2retail.com](http://www.v2retail.com) and on the website of the CDSL: www.cdslindia.com within two days of passing of the resolution at the Extra Ordinary General Meeting of the Company
20. The results will also be communicated to stock exchange where the shares of the company are listed.

ANNEXURE TO THE NOTICE

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

Item 1: ALTERATION OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

A Share holding Subscription 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 Lacs) Equity Shares of V2 Retail Limited @ a price of Rs 380/- each including the premium amount of Rs 370/- each as per the ICDR 2009 regulations price calculation. Pursuant to the SSHA some alteration are required in AOA of the Company. Therefore as stated above in the resolution item no. 1 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 December 11, 2017 has approved the amendment in the Article of Association of the Company as set out in item no. 1 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. January 11, 2018 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 1 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as item No. 1

ITEM NO. 2 INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

With a view to utilize the funds of the Company, it is proposed to make investment in Term Rated Papers, Treasury Bills, Call Money market, securities, Term Deposit, Mutual Funds and Short Term Rated Papers or for giving loans, guarantees or providing securities to anybody corporate or other person from time to time on such other terms and conditions and in such manner as the Board of Directors of The Company ("Board") may think fit and subject to necessary approvals, Permissions, consents and sanctions of Concerned Statutory and other authorities as may be necessary under provisions of other applicable laws and

subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board.

In order to make investment(s) in excess of limits specified under section 186 of Companies Act, 2013, the Company requires approval from the shareholders in a general meeting.

The Board therefore recommends the Special Resolution set out at Item No.2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

**By the Order of the board of directors
For V2 Retail Limited**

**Ram Chandra Agarwal
Chairman & Managing Director
DIN 00491885**

Date:11.12.2017
Place : New Delhi



V2 Retail Limited

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

ATTENDANCE SLIP

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

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDERS :

I hereby record my presence at the **EXTRA – ORDINARY GENERAL MEETING** held on Friday, January 12, 2018 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038

*Applicable for investors holding shares in electronic form.

.....
Signature of Shareholder / Proxy

Proxy Form Form MGT-11

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



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

Extra - Ordinary General Meeting on Friday, January 12, 2018 at 10.00 A.M

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

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

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary General Meeting of the Company, to be held on Friday, January 12, 2018 at 10.00 a.m. at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038 and any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution No.	Description of the Resolutions	For	Against
Special Business			
1	Alteration of Article of Association of the company		
2	Investment(s), Loans, Guarantees And Security In Excess Of Limits Specified Under Section 186 Of Companies Act, 2013		

* Applicable for investors holding shares in electronic form.

Signed this.....day of, 2018

Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Affix
Revenue
Stamp of
Rs. 1/-

NOTES:

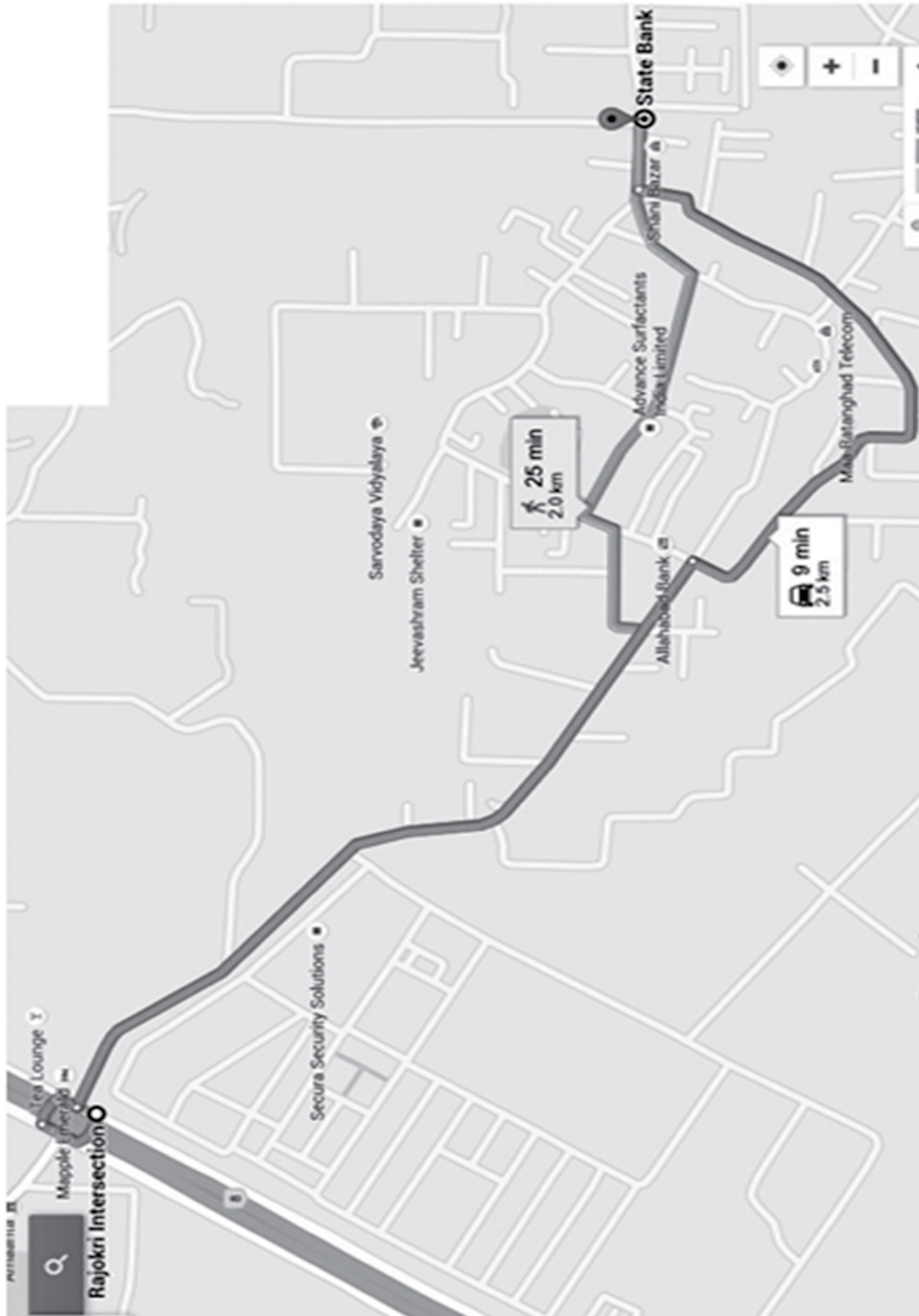
- (1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Route map to the venue of the Extra – Ordinary General Meeting

Venue of EGM: 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:



COURIER

If undelivered, please return to:

V2 RETAIL LIMITED

Khasra No. 928, Extended Lal Dora Abadi, Village - Kapashera,
Tehsil -Vasant Vihar, New Delhi 110 037

Website: www.v2retail.com,

E-mail: cs@vrl.net.in

CIN NO. : L74999DL2001PLC147724

Phone : (011) - 41771850