



V2 RETAIL LIMITED

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

NOTICE

NOTICE IS HEREBY GIVEN THAT SEVENTEENTH ANNUAL GENERAL MEETING OF V2 RETAIL LIMITED WILL BE HELD ON SATURDAY, 29TH SEPTEMBER, 2018 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, 2018 and the Reports of the Board of Directors' and the Auditor's thereon.
2. To appoint a director in place of Mrs. Uma Agarwal (DIN:00495945), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for reappointment.

"RESOLVED THAT, pursuant to section 152 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 Mrs. Uma Agarwal (DIN: 00495945), as a Whole Time Director of the company at a monthly remuneration of Rs 500,000 (Five lakhs), who retires by rotation at this meeting and who shall be liable to retire by rotation.

3. To Ratify the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, Statutory Auditors of the Company and fix their remuneration 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and including any

statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the resolution passed by the members at the Annual General Meeting held on September 29, 2017 appointing M/s. Walker Chandiook & Co LLP, Chartered Accountants, Delhi (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company, to hold office for 5 (Five) years from the conclusion of 16th Annual General Meeting until the conclusion of 21st Annual General Meeting of the Company, be and is hereby ratified from the conclusion of this (Seventeenth AGM) Annual General Meeting till the conclusion of the Eighteen Annual General Meeting of the Company, and that the Board of Directors be and is hereby authorised to fix such remuneration payable to them in consultation with the Auditors.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors 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: 01-09-2018

Place: New Delhi

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SEVENTEENTH 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. No special business/resolutions are being transacted at 17th 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 not applicable.
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. Members /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 23, 2018 to September 29, 2018 (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, 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 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060 Email: delhi@linkintime.co.in
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

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

receiving e-mail:

The voting period begins on Wednesday, September 26, 2018 at 10.00 a.m. and ends on Friday September 28, 2018 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, September 22, 2018 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.:

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.
- xviii) 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
- xix) The official responsible to address the grievances connected with voting by electronic means—Mr. Umesh Kumar, Company Secretary & Compliance Officer and Mr. Vipin Kaushik, Chief Financial Officer, Ph. No. 011-41771850
29. Company shall publish the result of remote e-voting & the resolutions passed at its general meeting on its Website.
30. 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.
31. 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.
32. 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).

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

Name and Age of Director	Mrs. Uma Agarwal
Date of Birth	15/11/1975
Age	43
DIN	00495945
Date of first Appointment in board	23/07/2001
Expertise in Specific Functional Area	She holds more than Fifteen years of experience in Retail Industry
Qualifications	Bachelor's Degree in Arts
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	₹500,000 (Five lakhs) Per Month
Directorship in Other Companies as on date	V2 Conglomerate Limited, Unicon Marketing Pvt Ltd, Ricon Commodities Pvt. Ltd., RishikeshCommosales Private Limited, Topline Vintrade Private Limited, Vishal Waterworld Private Limited, Sunita Fashion Private Limited
No. of Board Meeting attended during the year 2017-2018	12
Membership/Chairmanship of Other Public Companies Committees	None
Relationship with other Directors	Mrs. Uma Agarwal is wife of Mr. Ram Chandra Agarwal & mother of Mr. Akash Agarwal
Shareholding in the Company	3,44,000 (Three lakhs Forty Four Thousand) Equity Shares as on March 31, 2018
Brief Resume	Mrs. Uma Agarwal hold Bachelor's Degree in Arts and She holds more than Fifteen years of 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.

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

Ram Chandra Agarwal
Chairman & Managing Director
DIN: 00491885

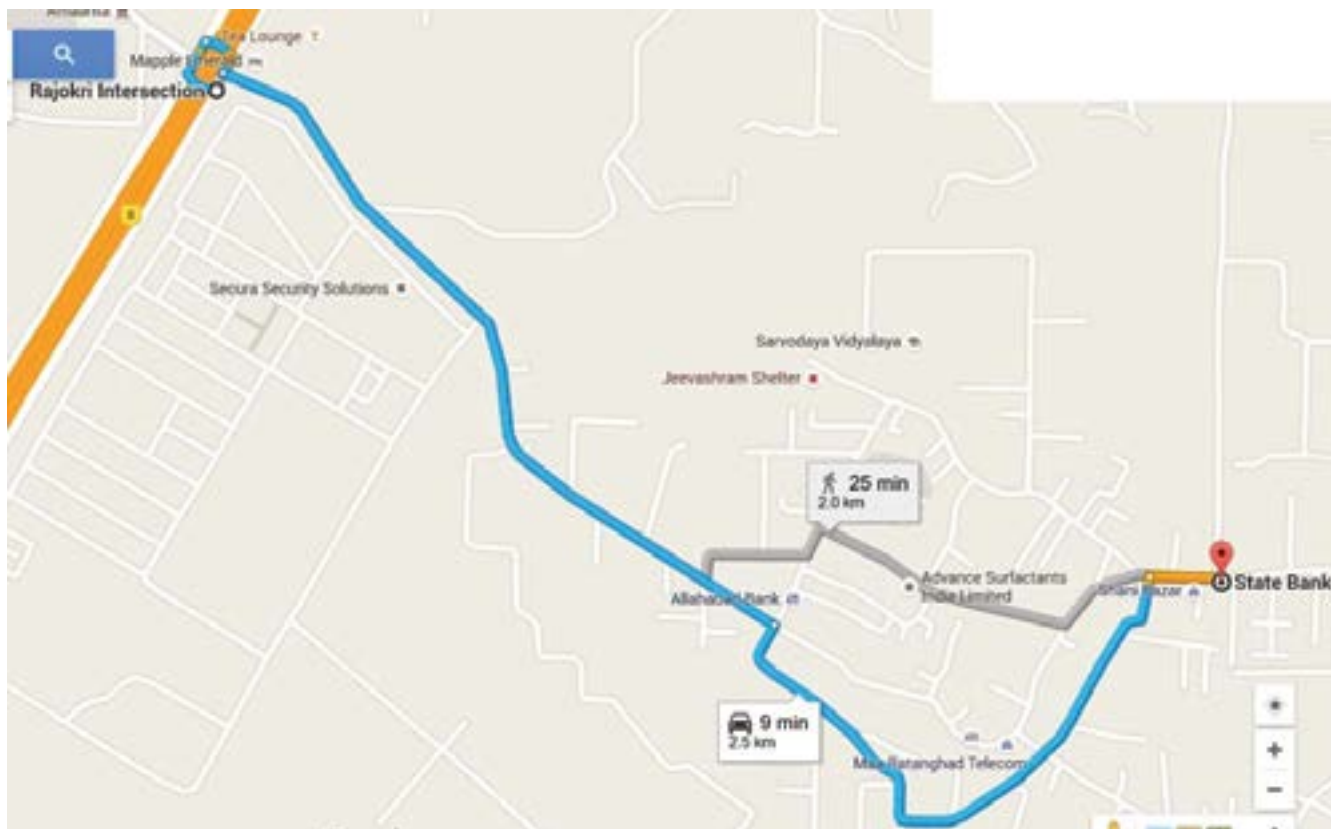
Date: 01-09-2018
Place: New Delhi

Route map to the venue of the 17thAGM

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

Landmark: SBI-ATM at Shani Bazar

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



ATTENDANCE SLIP

V2 RETAIL LIMITED

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

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

CIN -L74999DL2001PLC147724

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

DP ID – Client ID* / Folio No.:	
Name of Member:	
Name of Proxy holder:	
No. of Share(s) held:	

I hereby record my presence at the **17th ANNUAL GENERAL MEETING** of V2 Retail Limited held on Saturday, September 29, 2018 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi-110038

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Signature of Shareholder / Proxy

Notes:

1. Members / Proxy-holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
2. Members are requested to bring their copy of Annual Report for reference at the Meeting.

*Applicable for investors holding shares in electronic form.



Proxy Form
Form MGT-11

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

V2 RETAIL LIMITED

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

17th Annual General Meeting on Saturday, September 29, 2018 at 10.00 A.M

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

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

- 1) Name: Address:
E-mail id: Signature:
or failing him
- 2) Name: Address:
E-mail id: Signature:
or failing him
- 3) Name: Address:
E-mail id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Saturday, September 29, 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:

S. No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2018		
2.	To appoint a director in place of Mrs. Uma Agarwal (DIN: 00495945), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.		
3.	Ratification of Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company from Conclusion of this AGM to Next AGM		

* Applicable for investors holding shares in electronic form.

Signed this day of, 2018

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Signature of Shareholder / Proxy



Affix
Revenue
Stamp of
₹1/-

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

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