

Date: October 06, 2016

To,

<u>National Stock Exchange of India Limited</u> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(East) Mumbai-400051	BSE (Bombay Stock Exchange) Limited 25th floor, "Phiroze Jeejeebhoy Tower", Dalal Street, Narimal Point, Mumbai-400001 BSE Code-532867
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Sub: Pursuant to Regulation 34 of SEBI (Listing obligation and Disclosure Requirements) Regulation 2015 – Annual Report for the Year ended March 31, 2016.

Dear Sir/Ma'am,

Please find enclosed herewith Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of the Companies Act, 2013

This is for your information and record.

For V2 Retail Ltd.



Mr. Umesh Kumar

(Company Secretary & Compliance Officer)

V2Retail Ltd (Registered office:- Khasra No. 928,
Extended Lal Dora Adabi, Village Kapashera, Tehsil
Vasant Vihar, New Delhi-110037)



V2 RETAIL LIMITED

Annual Report 2015-16

BOARD OF DIRECTORS

Mr. Ram Chandra Agarwal	:	Chairman & Managing Director
Mrs. Uma Agarwal	:	Executive Director
Mr. Sourabh Kumar	:	Independent Director
Mr. Rohit Singh Rautela	:	Independent Director
Mr. Ravinder Kumar Sharma	:	Independent Director

CHIEF EXECUTIVE OFFICER

Mr. Manshu Tandon	:	Chief Executive Officer
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CHIEF FINANCIAL OFFICER

Mr. Varun Kumar Singh	:	Chief Financial Officer
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COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Umesh Kumar	:	Company Secretary & Compliance Officer
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STATUTORY AUDITORS

M/s. AKGVG & Associates, Chartered Accountants
307, Pearl Corporate, Mangalam Place,
Sector - 3, Rohini,
Delhi - 110085

REGISTERED & CORPORATE OFFICE

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

REGISTRAR AND TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup(W)
Mumbai - 400 018

Phone: (022) -25963838

Fax: (022)-25946969

Email: delhi@linkintime.co.in

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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 FIFTEENTH ANNUAL GENERAL MEETING OF THE V2 RETAIL LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2016 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, 2016 and the Reports of the Board of Directors' and the Auditors thereon.
2. To appoint a director in place of Smt. 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 read with Schedule IV 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 Smt. Uma Agarwal (DIN: 00495945), as Director, to the extent that she is required to retire by rotation.

3. To appoint the Auditor of the company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors from the conclusion of this AGM until next AGM 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, M/s. AKGVG & Associates, Chartered Accountants, Delhi (Firm Registration No. 018598N), be and are hereby appointed as the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration and reimbursement of out of pocket expenses, if any, as shall be fixed by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Lalan Yadav be and is hereby appointed as an Independent Director, not liable to retire by rotation with effect from 2nd September, 2016 and will hold office of Director for 5 (Five) consecutive years from the date of this Annual General Meeting."

5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors of the Company to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings, from time to time, at their discretion together with the moneys to be borrowed/already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) either from the Company's Bankers and/or any one or more persons or Financial Institutions or from any other sources on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs. 500 Crore (Rupees Five Hundred Crore only) in excess of the aggregate of the paid-up-capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

6. **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 Memorandum and Articles of Association of the Company and Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and rules made there under and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the payment of remuneration to Mr. Ram Chandra Agarwal (DIN: 00491885), as Managing Director of the Company, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 5,00,000/- per month, to be paid on monthly basis.

Provident Fund: As per rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Ram Chandra Agarwal (DIN: 00491885), the above mentioned remuneration be paid to Mr. Ram Chandra Agarwal (DIN: 00491885), as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration

within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to inform all concerned of the aforesaid remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, in such form and manner as may be required or necessary and also to do all such acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

7. **To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Memorandum and Articles of Association of the Company and Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and rules made there under and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the payment of remuneration to Mrs. Uma Agarwal (DIN: 00495945), as Whole-time Director of the Company, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 5,00,000/- per month, to be paid on monthly basis.

Provident Fund: As per rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mrs. Uma Agarwal (DIN: 00495945), the above mentioned remuneration be paid to Mrs. Uma Agarwal (DIN: 00495945), as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to inform all concerned of the aforesaid remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, in such form and manner as may be required or necessary and also to do all such acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

8. **Approval of V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other provisions if any, of the Companies Act 2013(including any modification or re-enactment thereof for the time being in force) and the rules made there under, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (hereinafter referred to as "SEBI SBEB Regulations") and any other prescribed rules, regulations/guidelines of Securities and Exchange Board of India ("SEBI") or any other relevant authority, from time to time to the extent applicable and subject to such other approvals, permissions, consents and sanctions of any authorities as may be necessary, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions which may be agreed by the board of directors of the company (herein referred to as the "Board" which term shall be deemed to include "Nomination and Remuneration Committee" or any "Sub- Committee(s)" thereof, constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the approval of the shareholders be and is hereby accorded to the Board to introduce, offer issue and allot stock options under V2R - Employee Stock Option Scheme 2016("ESOP 2016") in one or more tranches and to grant such options, to such person(s) who are in the permanent employment of the Company (Present or Future) whether working in India or out of India, and to the Directors of the Company, whether whole-time or not, and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (hereinafter collectively referred to as "Eligible Employees").

RESOLVED FURTHER THAT, the maximum number of stock options granted to Eligible Employees under the V2R - Employee Stock Option Scheme 2016, shall not exceed 12,44,380 (Twelve lakh forty four thousand three hundred eighty) options to be convertible into equal number of fully paid up Equity Shares of the Company of face value of Rs. 10 each, at such price or prices, in one or more tranches and on such terms and conditions as may be determined by the Board or the Nomination and Remuneration Committee in accordance with applicable Guidelines and the Regulations or other provisions of the law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the board be and is hereby authorized to grant options and issue and allot Equity Shares upon exercise of stock options from time to time in accordance with the ESOP 2016 and such Equity shares shall rank paripassu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the board or committee thereof, be and is hereby authorized on behalf of the company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the V2R - Employee Stock Option Scheme 2016, or to the terms and conditions of the stock options granted and/or vested but not exercised, including modification or changes to the quantum and price of such stock options, from time to time, in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the board to secure any further consent(s) or approval(s) of the members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the number of options that may be granted per eligible employee of the Company, in any financial year, under the ESOP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of options.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger and sale of division of the company or other similar events, the board or Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds matters and things as it may in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the V2R - Employee Stock Option Scheme 2016 are passed on the eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2016.

RESOLVED FURTHER THAT the board be and is hereby authorized to take necessary steps for listing of the securities allotted under "V2R - Employee Stock Option Scheme 2016" on the Stock Exchange(s), as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable rules, regulations and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint various intermediaries, experts, professionals, independent agencies and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals, if any, required by the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

9. **To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provision of Section 42, 62 read with their rules and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and the guidelines issued or prescribed by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the rules, regulations, guidelines, notification, circulars and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), Ministry of Finance, SEBI, and/or any other competent authorities and the enabling provisions of the Act, the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's Shares are listed and subject to necessary approvals, permissions, consents and sanctions of concern statutory and other authorities 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 of Directors of the company (hereinafter referred to as the "Board", which term shall include any committee thereof), consent of the members of the company be and is hereby accorded to the board to offer, issue and allot, in one or more tranches on Preferential Allotment basis, :-

- a) 30,00,000 (Thirty Lakhs) Equity Shares to the persons other than Promoter and/or Promoter Group;
- b) 10,00,000 (Ten Lakhs) Equity Shares to the member of Promoter and/or Promoter Group; and
- c) 10,00,000 (Ten Lakhs) Convertible Warrants (hereinafter referred to as the "Warrants") to the member of Promoter and/or Promoter Group, to be convertible at the option of Warrant holders in one or more tranches, with such warrant carrying an option/entitlement to subscribe to equal number of equity share of face value of Rs. 10/- each, within a maximum period of 18 months from the date of their allotment;

at a price of Rs. 75/- each including premium of Rs. 65/- each, in such manner and on such terms and Conditions as may be prevailing at the time, provided that the price/conversion price of the Equity Shares/Warrants so issued shall not be less than the minimum price arrived as per pricing formula under the terms of issue and in accordance with Provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, and on such terms and conditions and in such manner as the Board may think fit.

RESOLVED FURTHER THAT the relevant date for the preferential issue of Equity Shares and Warrants, as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for the determination of the price for the issue of the abovementioned Equity Shares and Warrants is 30 days prior to the date of the Annual General Meeting, therefore, the Relevant Date is 31st August, 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equal number of Equity Shares upon exercise of option by the warrant holder and the equity shares issued on conversion of said warrants shall be subject to the provisions of the Memorandum and Articles of Association of the company and shall rank pari-passu in all respects including dividend with the existing fully paid up equity shares of the company.

RESOLVED FURTHER THAT the aforesaid issue of the Equity Shares and Warrants shall be on the following terms and conditions:

- a) the Equity Shares and Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b)
 - (i) On or before the date of allotment of the Equity Shares, the allottee shall be liable to pay full consideration of equity shares.
 - (ii) On or before the date of allotment of the Warrants, the allottee shall be liable to pay amount equivalent to 25% of the consideration paid against warrant on the date of allotment of warrants. The amount so collected shall be adjusted subsequently against the price payable for subscribing to the equity shares by exercising the option;
- c) subject to applicable provisions of law, such Warrants may, at the option of the holder, be convertible into equity shares of the Company, within 18 Months from the date of their allotment, in one or more tranches and on such terms and the conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit;

- d) The Equity Shares to be issued and allotted by the Company directly and on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialized form.
- e) The Equity Shares and Warrants to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Date: 31-08-2016
Place: New Delhi

Sd/-
Ramchandra Agarwal
Chairman & Managing Director
DIN: 00491885

Address: B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON 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, 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 annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
2. Explanatory Statement as required under Section 102 of Companies Act, 2013 is annexed hereto.
3. 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 upto the date of Annual General Meeting.
4. 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.
5. 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.
6. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Smt. Uma Agarwal, Director, retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment.

Details of Director who is proposed to be appointed/re-appointed at the ensuing Annual General Meeting, as required under regulation 36 of SEBI (Listing Obligation Disclosure Requirement) Regulations 2015, are as under:

Name of Director	Smt. Uma Agarwal	Mr. Lalan Yadav
Date of Birth	15/11/1975	02/02/1990
Date of Appointment	23/07/2001	02/09/2016
Expertise in Specific Functional Area	She holds more than Thirteen years of Experience in Retail Industry	He holds more than One Year of Experience in Retail Industry
Qualifications	Bachelor's Degree in Arts	Company Secretary
Directorship in Other Public Companies	V2 Conglomerate Limited Unicon Marketing Pvt Ltd Ricon Commodities Pvt. Ltd. Rishikesh Commosales Private Limited Topline Vintrade Private Limited Vishal Waterworld Private Limited Sunita Fashion Private Limited	None
Membership/Chairmanship of Other Public Companies	None	None
Shareholding in the Company	3,44,000 (Three Lacs Forty Four Thousand) Equity Shares as on March 31, 2016	None

7. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 25 and 26 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
8. 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.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2016 to September 30, 2016(both days inclusive).
10. 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.
11. 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.
12. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
13. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.

19. 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-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup(W), Mumbai -400 018.
20. 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.
21. The Notice of AGM and Attendance Slip is 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 copy of the Notice of AGM and Attendance Slip is being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).

22. 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 business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i) Log on to the remote e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" tab to cast your votes.
- iii) 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.
- 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).	
	•	Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
	•	Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.
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.	

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for remote 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 changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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.
- xvii) The remote e-voting period will commence at 9.00 A.M. on Tuesday, September 27, 2016 and will end at 5:00 P.M on Thursday, September 29, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 23, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xix) The shareholders can opt for only one mode of voting, i.e. either physically 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.
- xx) The official responsible to address the grievances connected with voting by electronic means- Mr. Umesh Kumar and Mr. Varun Kumar Singh, Ph. No. 011-41771850
- xxi) Company shall publish the result of remote e-voting & the resolutions passed at its general meeting on its Website.

23. In case of those Members, who do not have access to remote e-voting facility, they can use the assent/dissent form enclosed herewith and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/ Dissent form in the enclosed self addressed pre-paid postage envelope so as to reach KUMAR SARWAN AND CO, Scrutinizer appointed by the Company at 722/9, BRAHMAN WARA, BALLABGARH, HARYANA - 121004 on or before 5.00 P.M. on September 29, 2016.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4 to the Notice

The Board of Directors of the Company at its meeting on 2nd September 2016 shall recommend for the approval of members, the appointment of Mr. Lalan Yadav as an independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment/s thereto or modification/s thereof as set out in the Resolution relating to his appointment.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Lalan Yadav for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Lalan Yadav to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Lalan Yadav, fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent from the management of the Company.

Mr. Lalan Yadav is a Company Secretary. He has more than 4 years of rich experience at various levels in various educational institutions.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Lalan Yadav, is interested in the resolutions set out at Item No. 4 of the Notice.

No other Director, key managerial personnel or their relatives, is interested or have any concern in the resolution.

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

Item No. 5:

Pursuant to Section 180(1)(c) of the Companies Act, 2013 approval of the shareholders is required for increasing the borrowings as suggested above and to authorise the Board to borrow funds from time to time from FIs, Banks, FII or any other source.

The Board considered this matter in its meeting held on Wednesday August 31, 2016 and recommends this resolution for your approval.

None of the Directors and KMP of the Company and their relatives are, in any way interested or concerned in the resolution.

Item No. 6:

Mr. Ram Chandra Agarwal was appointed as a Managing Director ("MD") of the Company. Due to the hard work and sincere contribution of Mr. Ram Chandra Agarwal the business of the Company has been profitable and the Company has incurred profit in the current Financial Year 2015-16. The Board considers it desirable that the Company should pay the remuneration against the services of Mr. Ram Chandra Agarwal and accordingly commends the Resolution at Item No. 6 for approval by the Members.

It is pertinent to mention that Mr. Ram Chandra Agarwal was taking Rs. 2,00,000/- per month as remuneration from the Company.

A brief detail of Mr. Ramchandra Agarwal is as under:

Name of Director	Mr. Ram Chandra Agarwal
Date of Birth	15/02/1965
Age	51 years
Date of Appointment (Original Appointment)	23/07/2001
Expertise in Specific Functional Area	He holds more than Twenty Six years of Experience in Retail Industry
Qualifications	Graduate in Commerce
Directorship in Other Companies	1. Ricon Commodities Private Limited 2. Vishal Waterworld Private Limited 3. Unicon Marketing Private Limited 4. VRL Retailer Business Solutions Private Limited 5. Sunita Fashion Private Limited
Membership/Chairmanship of Other Public Companies	None
Shareholding in the Company	8,74,161 (Eight Lacs Seventy Four Thousand One Hundred Sixty One) Equity Shares as on March 31, 2016
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Uma Agarwal (Spouse)
Number of Meetings of the Board attended during the year	13(Thirteen)

The main terms and conditions relating to the remuneration of Mr. Ramchandra Agarwal as the Managing Director, are as follows:

Nature of Duties:

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/or subsidiaries. This includes performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or joint venture companies and/or subsidiaries or any other executive body or any committee of such a company for which he may be allowed to receive remuneration as may be determined by the Board of such associated companies and/or joint venture companies and/or subsidiaries, subject to compliance with the applicable provisions of the prevailing laws and regulations.

Remuneration:

Salary : Rs. 5,00,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year;

The above said remuneration will be effective from 1st October, 2016.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

Mr. Ram Chandra Agarwal is interested and concerned in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice. Other than Mr. Ram Chandra Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the remuneration of Mr. Ram Chandra Agarwal as Managing Director as set out above.

The Resolution regarding the remuneration of the Managing Director at Item No. 6 is commended for approval by the Members.

Item No. 7:

Mrs. Uma Agarwal was appointed as a Whole-time Director of the Company. The Board considers it desirable that the Company should pay the remuneration against the services of Mrs. Uma Agarwal and accordingly commends the Resolution at Item No. 7 for approval by the Members.

It is pertinent to mention that Mrs. Uma Agarwal was taking Rs. 2,00,000/- per month as remuneration from the Company.

A brief detail of Mrs. Uma Agarwal so appointed is as under:

Name of Director	Mrs. Uma Agarwal
Date of Birth	15/11/1975
Age	41 years
Date of Appointment	23/07/2001
Expertise in Specific Functional Area	She holds more than Thirteen years of Experience in Retail Industry
Qualifications	Bachelor's Degree in Arts
Directorship in Other Companies	<ol style="list-style-type: none"> 1. Ricon Commodities Pvt.ltd. 2. Vishal Waterworld Private Limited 3. Unicon Marketing Pvt Ltd 4. Sunita Fashion Private Limited 5. Topline Vintrade Private Limited 6. Rishikesh Commosales Private Limited 7. V2 Conglomerate Limited
Membership/Chairmanship of Other Public Companies	None
Shareholding in the Company	3,44,000 (Three Lacs Forty Four Thousand) Equity shares as on March 31, 2016
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Ram Chandra Agarwal (Spouse)
Number of Meetings of the Board attended during the year	13(Thirteen)

The main terms and conditions relating to the remuneration of Mrs. Uma Agarwal as the Whole-time Director, are as follows:

Nature of Duties:

The Whole-time Director shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board of Directors from time to time and separately communicated to her and such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/or subsidiaries.

Remuneration:

Salary : Rs. 5,00,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year;

The above said remuneration will be effective from 1st October, 2016.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay her remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

Mrs. Uma Agarwal is interested and concerned in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice. Other than Mrs. Uma Agarwal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the remuneration of Mrs. Uma Agarwal as Whole-time Director as set out above.

The Resolution regarding the remuneration of the Whole time Director at Item No. 7 is commended for approval by the Members.

Item No. 8:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path.

Therefore Company intends to implement V2R - Employee Stock Option Scheme 2016 ("ESOP 2016") with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company seeks approval of the Shareholders in respect of V2R - Employee Stock Option Scheme 2016 and for grant of Stock Options to the eligible employees / Directors of the Company, as may be decided by the Nomination and Remuneration Committee ("Committee") from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

The V2R - Employee Stock Option Scheme 2016, will be administered by Nomination & Remuneration Committee of the company, which will act as compensation committee as per SEBI SBEB Regulations.

Further, Securities and Exchange Board of India ('SEBI') has issued the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI SBEB Regulations') with effect from 28th October, 2014 and has repealed the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('SEBI ESOP Guidelines 1999'). All listed company which proposes to issue stock options to their employees are required to comply with the new SEBI regulation.

Pursuant to Regulation 6 of the SEBI SBEB Regulations and requirements enumerated by the SEBI through the circular no. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015, the key details of the ESOP 2016 Scheme are set out below :-

1. Brief Description of the Scheme(s):

This proposed Scheme called the V2R - Employee Stock Option Scheme 2016 ("ESOP 2016") is intended to reward the Eligible Employees of the Company, for their past performance and association with the Company.

The scheme will be implemented via direct route wherein the Company will directly allot fresh Equity Shares of the Company to the Eligible Employees who successfully exercised their vested options.

Each of the stock options issued under ESOP 2016 shall be eligible for being converted into one equity share of V2 Retail Limited. The ESOP 2016 conforms to the applicable SEBI Regulations and the provisions of the Companies Act, 2013.

2. Total number of options to be granted:

The maximum number of options to be granted under V2R - Employee Stock Option Scheme 2016 ("ESOP 2016") shall not exceed 1244380 (Twelve lakh forty four thousand three hundred eighty) options to be convertible into equal number of fully paid up Equity Shares of the Company of face value of Rs. 10 each.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted.

3. Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2016

Following classes of employees are entitled to participate in ESOP 2016:

- a. Permanent employees of the Company working in India or out of India; or
- b. Directors of the Company, whether a whole time director or not but excluding an independent director; or
- c. An employee as defined in sub-clauses (a) or (b) above of a subsidiary, in India or outside India, or of a holding company of the company but does not include-

Following persons are not eligible:

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company;

4. **Requirements of vesting and period of vesting:**

As determined by the Nomination and Remuneration Committee in accordance with the ESOP 2016. Provided that there shall be a minimum period of 15 months between the grant of options and vesting of options.

5. **Maximum period within which the options shall be vested:**

Options granted under ESOP 2016 would vest subject to maximum period of 3 (three) years from the date of grant of such options.

6. **Exercise price, purchase price or pricing formula:**

Exercise Price shall be the Face Value of Share or any other price not exceeding market price at the time of grant of options as recommended by the committee subject to approval of Board.

7. **Exercise period and the process of Exercise:**

The vested options shall be allowed for exercise on and from the date of vesting. The vested options need to be exercised within a period not exceeding 90days from the date of vesting of such options.

The vested options shall be exercisable by the employees by a written application to the Company or Nomination and Remuneration Committee expressing his / her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

8. **Appraisal process for determining the eligibility of the Employees to ESOP 2016:**

The process for determining the eligibility of the employees will be specified by the Nomination & Remuneration Committee and will be based on position and responsibility of the concerned employee, the period for which the employee has rendered his services to the company and performance linked parameters such as work performance and such other criteria as may be determined by the Nomination & Remuneration Committee at its sole discretion, from time to time.

9. **The Maximum number of Options to be issued per employee and in aggregate**

The maximum number of Options that can be granted to any eligible employee under ESOP 2016, in any financial year shall be less than 1% of the issued equity capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

10. **The Maximum quantum of benefits to be provided per Employee under the scheme**

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the value of Company's Share on the Stock Exchange as on the date of exercise of options.

11. **Implementation and administration of the scheme**

The scheme shall be implemented and administered by the Nomination and Remuneration Committee.

12. **Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**

New Equity Shares will be issued under the scheme.

13. **The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;**

Not Applicable

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.**

Not Applicable

15. **A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15**

The Company shall comply with the accounting policies specified in the requirements of the guidance note on accounting for employee share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

16. **Method of Valuation of options:**

To calculate the employee compensation cost, the Company shall use the Intrinsic value method for valuation of the options granted.

17. **Statement with regard to Disclosure in Director's Report**

Since the Company has opted for intrinsic value method for expensing of the benefits of the Scheme, therefore the difference between the Employee Compensation Cost so computed and the Employee Compensation Cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company will also be disclosed in the Directors' report.'

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under ESOP 2016 and to the extent of their shareholding, if any.

The Board recommends the Resolution set out as Item No. 8 of this Notice for the approval by the Members.

Item No. 9:

With a view to augment the long term resources of the company, and at the same time strengthen its financial base, it is proposed to offer, issue and allot, in one or more tranches, on Preferential Allotment basis, Equity Shares and Convertible Warrants (hereinafter referred to as the "Warrants") to persons other than Promoter and/or Promoter Group and to the member of the Promoter and/or Promoter Group at a price of Rs. 75/- each including premium of Rs. 65/- each against such Equity Shares and Warrants, in one or more tranches, in such manner and on such price, terms and conditions as mentioned under SEBI(ICDR) Regulations, 2009, provided that the price/conversion price of the Equity Shares/ Warrants so issued shall not be less than the minimum price arrived at in accordance with Provision of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), on such other terms and conditions and in such manner as the Board of Directors of The Company ("Board") may think fit and in accordance with the rules, regulations, guidelines, notifications, circulars, and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve bank of India ("RBI"), Ministry of Finance, Securities and Exchange Board of India ("SEBI"), and/or any other competent authorities and the enabling provisions of Companies Act, 2013, the Listing Agreements entered into by the Company with the Stock Exchanges on which Company's shares are listed and subject to necessary approvals, Permissions, consents and sanctions of Concerned Statutory and other authorities 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 Details of the issue, terms of issue, pricing formula and other particulars as required in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 in relation to the resolution proposed under Item No. 9 are given as under:

i) Object of the issue:

The proceeds of the Preferential issue are proposed to be used to meet capital expenditure for Company's existing as well as new growth business, repayments/reduction of borrowings, general corporate purposes and maintain adequate liquidity for the future requirements in line with our growth strategy.

ii) The proposal of the promoters/Directors/ Key Management Persons to subscribe to the offer:

Except Ricon Commodities Private Limited, a member of the Promoter and/or Promoter Group, who will be subscribing to the Equity Shares and Convertible warrants on preferential basis, none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares / Convertible Warrants.

iii) Securities to be issued:

The resolution set out at Item No. 9 of the accompanying Notice authorize the Board to issue to

- a) Mr. VivekLodha (PAN: ABOPL3588K), other than Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares
- b) Mr. Naresh Kumar Bhargava (PAN No. ACGPB3112N), other than Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares
- c) Mr. Pramod Chand Mahnot (PAN No. AAPP5898M), other than Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares and
- d) Ricon Commodities Private Limited (PAN No. AACCR7304R) member of the Promoter and/or Promoter Group, 10,00,000 (Ten Lakhs) Equity Shares and 10,00,000 (Ten Lakhs) Convertible warrants, entitling the holder to apply for and obtain allotment of equal number of equity shares of face value of Rs. 10/- each of the company,

at a price of Rs. 75/- each including premium of Rs. 65/- each against such Equity Shares and Warrants in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

iv) Terms of Issue of Equity Shares and Warrants :

1.
 - A) The proposed allottee of Warrants shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed for Warrants in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - B) The proposed allottee of Equity Shares shall on or before the date of allotment of Equity Shares, pay full consideration of equity shares.
2. The holder of Warrants will be entitled to apply for and obtain allotment of equal number of equity shares of face value of Rs. 10/- each at a premium of Rs. 65/- each of the Company, at any time after the date of allotment but on or before the expiry of 18 Months from the date of allotment, in one or more tranches. At the time of conversion of Warrants, the Warrant holder shall pay the balance of the consideration i.e., 75% of the price fixed for warrant in term of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, towards the subscription to equity shares. The amount so paid will be adjusted/set off against the issue price of the resultant equity shares.

3. If the entitlement against the Warrants to apply for the Equity shares is not exercised within the aforesaid period, the entitlement of Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such convertible Warrants shall stand forfeited.
4. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot equal number of equity shares against 10,00,000 (Ten Lakhs) Convertible Warrants by appropriating Rs. 10/- towards equity share capital and the balance amount, if any paid against each Warrant, towards the securities premium.
5. Subject to applicable provision of law, in the event of any corporate restructuring such as future Bonus/Right Issue(s) of equity shares or other securities convertible into equity shares by the Company prior to conversion of the Warrants, the Warrant holder shall be entitled to such pro-rata rights, in the same proportion and manner as any other shareholder of the Company.
6. The equity shares issued as above shall rank pari-passu in all respect to dividend, with the fully paid up equity share of the Company, subject however to the provisions of the Companies Act, 2013.
7. The Equity Shares to be issued and allotted by the Company directly and on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialized form.
8. The Equity Shares and Warrants to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

v) **Particulars of Allottees:**

- 1) Mr. VivekLodha, S/o Mr.. Vinod Lodha R/o A-8 Mahaveer Nagar Tonk Road Jaipur -302018, bearing PAN No. ABOPL3588K, intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- each of the company under this preferential issue;
- 2) Mr. Naresh Kumar Bhargava S/o Mr.. Rajeshwar Prasad Bhargava R/o 417 Mahaveer Nagar Tonk Road Jaipur -302018, bearing PAN No. ACGPB3112N, intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- each of the company under this preferential issue;
- 3) Mr. Pramod Chand Mahnot S/o Mr. Uttam Chand Jain R/o C-345 Hans Marg Malviya Nagar Jaipur - 17, bearing PAN No. AAPPM5898M, intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- each of the company under this preferential issue;
- 4) Ricon Commodities Private Limited is a company registered in India under the provision of Companies Act, 1956, and having its registered office at Mouza-Kuchpukur, P.S. Bhangore 24, Parganas(S), Bhangore, West Bengal - 700059 India bearing PAN No. AACCR7304R intends to subscribe to 10,00,000 (Ten Lakhs) Equity Shares and 10,00,000 (Ten Lakhs) Convertible warrants, entitling the holder to apply for and obtain allotment of equal number of equity shares of face value of Rs. 10/- each of the company under this preferential issue.

vi) **Under subscription, if any:**

Any of the Equity Shares/Warrants issued as above, that may remain unsubscribed for any reason whatsoever, shall not be offered and allotted by the Board in its discretion to any person/ entity / investor controlled by the Promoters and /or Promoter Group, on the same terms and conditions.

vii) **Information about the Proposed Allottees:**

The proposed Allottees:-

- a) Mr. VivekLodha b) Mr. Naresh Kumar Bhargava and C) Mr. Pramod Chand Mahnot, are not related to promoter nor part of promoter group of the Company;
- b) Ricon Commodities Private Limited is a members of the Promoter and/or Promoter Group of the Company. It is a closely held company registered under Companies Act, 1956. The proposed allottee is primarily engaged in the business of Financing and Investing.

viii) **Shareholding Pattern Pre and Post Preferential issue:**

The shareholding pattern giving the present position as also considering full allotment of Equity Shares and Warrants to persons other than Promoter and/or Promoter Group and member of the Promoters or promoter Group and equity shares arising out of the conversion thereof, as per Resolution 9 of the Notice are given below in two parts:

- a) The Company has issued 1 convertible warrant to M/s Bennett Coleman and Company Limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Shareholding Pattern given in below table includes 1 warrant pending for conversion assuming exercise of option of conversion by M/s Bennett Coleman and Company Limited of such pending warrant into 82,02,927 equity shares. However, the actual numbers of shares upon conversion may vary depending upon the terms of shareholders approval dated April 20, 2015.

Shareholder Category	Shareholding before the proposed Preferential Allotment		Shareholding After the proposed Preferential Allotment	
	No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
Promoter Holding:				
Promoters (Individual /HUF)	37,06,911	14.89	37,06,911	9.73
Promoter (Body Corporate)	1,15,92,710	46.58	1,35,92,710	35.69
Sub- total	1,52,99,621	61.47	1,72,99,621	45.42
Non Promoter Holding:				
Public Shareholding				
(1) Institutions				
Financial Institutions/Banks	28,025	0.11	28,025	0.07
(2) Non-Institutions				
Individuals				
Individual shareholders holding nominal share capital up to Rs. 2 lacs	60,00,300	24.11	60,00,300	15.75
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	15,66,861	6.30	45,66,861	11.99
Any Others (Specify)				
Bodies Corporate	10,07,175	4.05	92,10,102	24.18
Non Resident Indians	4,15,265	1.67	4,15,265	1.09
Clearing Members	4,05,380	1.63	4,05,380	1.07
Hindu Undivided Families	1,64,992	0.66	1,64,992	0.43
Sub Total	95,87,998	38.53	2,07,90,925	54.58
(C) Shares held by Custodians and against which Depository Receipts have been issued	0			
(1) Promoter and Promoter Group	0			
(2) Public	0			
Sub Total	0			
Total	2,48,87,619	100.00	3,80,90,546	100.00

- b) The Company has issued 1 convertible warrant to M/s Bennett Coleman and Company limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Shareholding Pattern given in below table does not include 1 warrant pending for conversion assuming that such warrant holder does not exercise his right to convert warrant into 82,02,927 equity shares.

Shareholder Category	Shareholding before the proposed Preferential Allotment		Shareholding After the proposed Preferential Allotment	
	No. of Shares Held	% Shareholding	No. of Shares Held	% Shareholding
Promoter Holding:				
Promoters (Individual /HUF)	37,06,911	14.89	37,06,911	12.40
Promoter (Body Corporate)	1,15,92,710	46.58	1,35,92,710	45.48
Sub- total	1,52,99,621	61.47	1,72,99,621	57.88
Non Promoter Holding:				
Public Shareholding				
(1) Institutions				
Financial Institutions/Banks	28,025	0.11	28,025	0.09
(2) Non-Institutions				
Individuals				
Individual shareholders holding nominal share capital up to Rs. 2 lakh	60,00,300	24.11	60,00,300	20.08
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	15,66,861	6.30	45,66,861	15.28
Any Others (Specify)				
Bodies Corporate	10,07,175	4.05	10,07,175	3.37
Non Resident Indians	4,15,265	1.67	4,15,265	1.39
Clearing Members	4,05,380	1.63	4,05,380	1.36
Hindu Undivided Families	1,64,992	0.66	1,64,992	0.55
Sub Total	95,87,998	38.53	1,25,87,998	42.12
(C) Shares held by Custodians and against which Depository Receipts have been issued	0			
(1) Promoter and Promoter Group	0			
(2) Public	0			
Sub Total	0			
Total	2,48,87,619	100.00	2,98,87,619	100.00

NOTE:-

The above shareholding has been prepared on the basis of following:-

- a) Shareholding Pattern as on 30th June, 2016 and
- b) Post Preferential Allotment holding is determined on the assumption that proposed allottees shall apply for Equity Shares and conversion of Warrants into equity Shares at a price of Rs.75/- each.

ix) **Proposed Time within which the preferential issue /allotment shall be completed**

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Company shall complete the allotment(s) of Equity Shares and Warrant as aforesaid within a period of 15 days from the date of passing of resolution by the shareholders of the company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

x) **Change in Control:**

The issue of the Equity Shares and Warrants and their conversion into equal number of equity shares will not result in any change in the management or control of the Company.

- xi) **The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control the proposed allottee and the percentage of post preferential issued capital that may be held by them:-**

Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-Allotment		No. of Equity Shares or Warrants to be issued in Preferential Allotment	Post- Allotment (After conversion of Warrants into Equity Shares*		Post- Allotment (After conversion of Warrants into Equity Shares**	
			No. of Shares Held	% Shareholding		No. of Shares Held	% Shareholding	No. of Shares Held	% Shareholding
Mr. Vivek Lodha	Non Promoter	Self	-	-	1,000,000	1,000,000	3.35	1,000,000	2.63
Mr. Naresh Kumar Bhargav	Non Promoter	Self	-	-	1,000,000	1,000,000	3.35	1,000,000	2.63
Mr. Pramod Chand Mahnot	Non Promoter	Self	-	-	1,000,000	1,000,000	3.35	1,000,000	2.63
Ricon Commodities Private Limited	Promoter Group	Ram Chandra Agarwal and Akash Agarwal together holds 94.39% shareholding. Ram Chandra Agarwal, Managing Director and Promoter and Akash Agarwal, member of the Promoter and/or Promoter Group.	4,940,000	19.85	2,000,000	6,940,000	23.22	6,940,000	18.22

*Company has issued 1 convertible warrant to M/s Bennett Coleman and Company Limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Allotment given in above table does not includes 1 warrant pending for conversion assuming that warrant holder does not exercise his right to convert warrant into 82,02,927 equity shares.

**Company has issued 1 convertible warrant to M/s Bennett Coleman and Company limited, Non promoter and/ nor promoter group, which shall be converted into maximum 82,02,927 equity shares of the company, vide shareholder approval dated 20th April, 2015. The above mentioned warrant is yet to be converted into Equity Shares. So, Post Allotment given in above table includes 1 warrant pending for conversion assuming conversion of pending warrant into 82,02,927 equity shares of company. However, the actual numbers of shares upon conversion may vary depending upon the terms of shareholders approval dated April 20, 2015.

Further, Post Preferential Allotment holding is determined on the assumption that proposed allottees shall apply for Equity Shares and conversion of Warrants into equity Shares at a price of Rs. 75/- each.

- xii) **Undertakings:**

Since the equity shares of the Company has been listed on the recognized stock exchanges for a period of more than 6 months prior to the relevant date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the ICDR Regulations

- xiii) **Relevant date and Pricing of Preferential Issue**

The pricing of the Equity Shares to be allotted directly and on conversion of Warrants to the persons other than Promoter and/or Promoter Group and to the member of the Promoter and/or Promoter Group on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations. The issue of equity shares directly and out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Equity shares and Warrants:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 (twenty six) weeks preceding the Relevant Date; or
- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 (two) weeks preceding the Relevant Date.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations. The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

- xiv) **Others:**

The certificate of the statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations shall be placed before the shareholders at the meeting and will be open for inspection at the Registered Office of the Company between 11.00 AM to 01.00 PM on any working day except Public Holidays.

As it is proposed to issue equity shares and Warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 42 and 62 of Companies Act, 2013 and Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations. The Board therefore recommends the special resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their shareholding, if any

The Board recommends the resolution set out as Item No. 9 of this Notice for the approval by the Members.

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

Date: 31-08-2016
Place: New Delhi

**Sd/-
Ram Chandra Agarwal
Chairman & Managing Director
DIN: 00491885
Address: B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana**

DIRECTORS' REPORT

To

The Members,

V2 Retail Limited

Your Directors are delighted to present their Report on Company's Business Operations along with the Audited Statement of Accounts for the Financial Year ended March 31, 2016.

FINANCIAL HIGHLIGHTS

Your Company's financial performance for the year under review has been encouraging. Key aspects of Financial Performance for V2 Retail Limited for the current financial year 2015 - 16:

PARTICULARS	Year Ended March 31, 2016	Year Ended March 31, 2015
Revenue from Operations (net)	3,19,94,12,220	2,86,76,76,686
Other Income	2,52,48,562	2,51,82,463
Total Income	3,22,46,60,782	2,89,28,59,149
Operating Expenditure (total expenditure)	2,88,49,69,014	2,59,02,59,711
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	33,96,91,768	30,25,99,438
Depreciation and Amortization Expenses	4,40,70,371	2,08,78,941
Finance Cost	13,24,73,508	9,74,89,039
Profit before Exceptional Items and Tax	16,31,47,888	18,42,31,458
Exceptional Items - Profit on sale of Land	3,92,08,500	Nil
Profit before Tax (PBT)	20,23,56,389	18,42,31,458
Tax expense:		
Current Year	Nil	Nil
Earlier Year	Nil	Nil
Deferred Tax	7,98,68,301	8,69,18,390
Profit After Tax (PAT)	12,24,88,088	9,73,13,068
Prior period expenses / (income)	8,01,796	(1,99,832)
Closing Balance of P&L A/c	12,16,86,292	9,75,12,900
EARNING PER EQUITY SHARE (Face Value of Rs. 10/- each) before extraordinary items		
i) Basic	3.34	4.31
ii) Diluted	2.40	3.84
EARNING PER EQUITY SHARE (Face Value of Rs. 10/- each) after extraordinary items		
i) Basic	4.93	4.31
ii) Diluted	3.54	3.84

FINANCIAL PERFORMANCE REVIEW

The Indian retail industry has experienced high growth over the last decade with a noticeable shift towards organized retailing formats. During the year the company has increased its turnover from Rs. 2,89,28,59,149 to Rs. 3,22,46,60,782 compared to previous year. The Company has significantly generated profits for its stakeholders. The overall retail market continues to grow and consumer aspiration for a better service environment still remains intact. Your company continues to endeavor to reinstate its growth pattern in the retail industry with a chain of stores under the 'V2' brand in the Retail Industry.

DIVIDEND

Keeping in view of the expansion of the existing business, your directors do not propose to declare any dividend for this year.

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

The Company had no subsidiary during the financial year 2015-16. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

During the year, the process of closure of Subsidiary Companies, which were not in operation, has been initiated and the same were applied to the Registrar of Companies to strike-off their names from its Register where VRL Movers Limited and VRL Retail Ventures Limited have been Strike-off. Whereas VRL Infrastructure Limited is under the process of being strike-off.

Pursuant to the provisions of section 136 of the Act, the financial statements of the Company, financial statements along with relevant documents are available on the website of the Company.

TRANSFER TO RESERVES

In view of the previous losses incurred in the Company no amount has been transferred to the Reserves of the Company.

SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2016 was Rs. 24.88 Crores. Further, an allotment of Equity Shares amounting to Rs. 1,30,98,700 has been made during the year on conversion of warrants to Mr. Akash Aggarwal being the promoter.

WARRANTS

Convertible warrant for a value of Rs. 325,000,000/- (Rupees Thirty Two Crore and Twenty Five Lacs only) were issued to other than promoter and/or promoter group being M/s. Bennett Coleman and Company Limited on preferential basis and allotment of the same was made in the Board meeting held on 8th July, 2015.

TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND

Pursuant to the provisions of Section 205C of the Companies Act, 1956 (Section 125 of the Companies Act, 2013), your Company has not transferred any amount during the year 2015-16 to the Investor Education and Protection Fund.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended March 31, 2016.

However, the Company is planning to broaden its operations by adding new retail stores for strengthening existence and to reach amongst the larger consumer base to enhance its turnover and operating revenue.

SEGMENT REPORTING

The Board wishes to inform you that Segment Reporting is not applicable to the Company.

CASH FLOW ANALYSIS

The Cash Flow Statement for the year, under reference in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 (Clause 32 of the Listing Agreement) entered by the Company with the Stock Exchanges, is annexed with the Annual Accounts of the Company.

SUBSIDIARY COMPANY

Pursuant to Section 129(3) of the Companies Act, 2013 and Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Financial Statements presented by the Company does not includes the Financial Statements of its Subsidiaries as there is no subsidiary of company as on 31st March 2016..

CONSOLIDATED FINANCIAL STATEMENTS

The Company does not have any Subsidiary Companies, hence, applicable provisions of Companies Act, 2013 and the Accounting Standard AS-21 on Consolidated Financial Statements do not apply on the Company.

BOARD OF DIRECTORS

The Members of the Company at the 14th Annual General Meeting held on 30th September, 2015, had approved the re-appointment of Mrs. Uma Aggarwal.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the proposed amended Articles of Association of the Company, Smt. Uma Aggarwal, Director, retiring by rotation at the ensuing Annual General Meeting, is eligible for re-appointment.

The brief resume of the Directors being reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

The Board recommends her re-appointment at the ensuing Annual General Meeting.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

1. Mr. Ram Chandra Agarwal: Managing Director
2. Smt. Uma Agarwal: Whole-time Director
3. Mr. Manshu Tandon: Chief Executive Officer
4. Mr. Umesh Kumar: Company Secretary & Compliance Officer*
5. Mr. Varun Kumar Singh: Chief Financial Officer

Mr. Gautam Verma was appointed as the Company Secretary and Compliance Officer of the Company with effect from September 28, 2015. Whereas, Mr. Gautam Verma, Company Secretary has resigned from the Company on 23rd January, 2016. Mr. Umesh Kumar has joined the Company as Company Secretary and Compliance officer w.e.f. 28th March, 2016.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy of the Company which includes criteria for Appointment and Re-Appointment of Director, the Remuneration payable to Managing and Whole Time Director, the Remuneration payable to Non-Executive Directors and the evaluation of directors is attached as 'Annexure 1' which forms part of this report.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2015-16, 13 (Thirteen) number of Board meetings were held. For details thereof kindly refer to the section 'Board Meeting and Procedures - Details of Board Meetings held and attended by the directors during the financial year 2015-16, in the Corporate Governance Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

As the ultimate responsibility for sound governance and prudential management of a company lies with its Board, it is imperative that the Board remains continually energized, proactive and effective. An important way to achieve this is through an objective stock taking by the Board of its own performance.

The Companies Act, 2013, notified on April 1, 2014, not only mandates board and director evaluation, but also requires the evaluation to be formal, regular and transparent. Subsequently, through two circulars (dated April 17, 2014 and September 15, 2014), SEBI has also revised the Equity Listing Agreement and SEBI has brought into force Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to bring the requirements on this subject in line with the Act.

The Independent Directors had met separately without the presence of Non-Independent Directors and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance.

The Directors expressed their satisfaction with the evaluation process. It was further acknowledged that every individual Member and Committee of the Board contribute its best in the overall growth of the organisation.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2016, the applicable Accounting standards have been followed and that there are no material departures;
2. that appropriate accounting policies have been selected and applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs as at March 31, 2016 and of the profit of the Company for the Financial year ended March 31, 2016;

3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. That the annual accounts for the year ended March 31, 2016 have been prepared on a going concern basis.
5. That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement and Regulation 17 to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 read with Listing Agreement and Listing Obligations and Disclosures Requirements.

OPERATIONS, PERFORMANCE AND FUTURE OUTLOOK OF THE COMPANY

A detailed review of operations, performance and future outlook of the Company is given separately under the head "Management Discussion & Analysis" pursuant to Clause 49 of the Listing Agreement and as per regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of this Report.

ENERGY CONSERVATION, RESEARCH AND DEVELOPMENT TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of activities in the nature of Energy Conservation, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo is attached as 'Annexure 2' which forms part of this report.

PARTICULARS OF REMUNERATION OF DIRECTORS AND KMP'S

A statement containing the details of the Remuneration of Directors and KMP's as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure 3' which forms part of this Report.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, an extract of the Annual Return in Form MGT-9 is attached as 'Annexure 4' which forms part of this Report.

AUDITORS AND AUDITORS' REPORT

M/s. AKGVG & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have expressed their willingness to act as Auditors of the Company, if appointed, and have further confirmed that the said appointment would be in conformity with the provisions of Section 139(2) and 142(1) of the Companies Act, 2013. The Board recommends their appointment.

The Auditor's have put certain qualifications to which the management has put forward the following below mentioned replies;

Qualification and response to Auditor's Report

1. *As stated in these quarterly financial results, included in capital reserve amounting to Rs.60,523.24/-lacs, is Rs. 42,942/-lacs arising out of transfer of asset and liabilities to the acquiring companies in earlier years for which necessary reconciliations/ information to the tune of Rs 372.24/-lacs is not available with the company. Accordingly in absence of the same, we are unable to comment on the appropriateness of capital reserve including consequential impact, if any, arising out of the same on these quarterly financial results.*

Management Response: The Company restructured its business in F.Y 2010-11 resulting a Capital Reserve of Rs. 60,523 Lacs. The amount of Capital Reserve has been reconciled except Rs. 372.24 Lacs for which the company is in process to reconcile and there is no impact on Profit & Loss account.

2. As stated in these quarterly financial results, the Company has outstanding short-term borrowings at the year-end due to a lender which include overdue principal and interest for which necessary supporting documents for balance confirmation at the year end and relevant information with relation to rate of interest is not available with the Company. In the absence of the same, we are unable to comment on appropriateness of the same.

Management Response: The Company has received a letter dated 30th June 2016 from the Lender in respect of total outstanding amount and rate of interest.

3. As stated in these quarterly financial results, the Company has recognized Rs. 25,443/- lacs as deferred tax assets at the year-end for which it does not have virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized in accordance with the principles of Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. Had the company not recognized such deferred tax asset, impact on profit and loss account would have been decrease in profit during the year by Rs. 25,443/- lacs and decrease in Reserves and Surplus by Rs. 25,443/- lacs.

Management Response: During Last Financial Years the Company has started to earn profits and it has earned profits after tax of Rs. 1,216.86 Lacs during F.Y. 2015-16 and Rs. 975.13 Lacs during F.Y. 2014-15 resulting in reversal of Deferred Tax Assets by a sum of Rs. 798.68 Lacs during F.Y. 2015-16 and Rs. 869.18 Lacs during F.Y. 2014-15. The rest amount will be reversed in due course of business.

4. As stated in Note 8 of these quarterly financial results, the Company has disclosed contingent liabilities on account of appeals with various statutory authorities at different levels amounting to Rs. 4,837.86/- lacs for which necessary information is not available with the Company to reliably ascertain estimated amount of such liabilities and consequential impact thereof on these quarterly financial results in accordance with Accounting Standard-29-Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India. Hence, we are unable to comment on the same.

Management Response: The Contingent Liabilities of Rs. 4,796.34/- Lacs are under appeal with different authorities at different levels. The chances of these obligations are very remote even recently the Company has been awarded the Order in its favour by Hon'ble CIT (Appeal), Kolkata dropping the Income Tax Demand of Rs. 11,880.71 lacs. Impact on Profit & Loss account of contingent liabilities cannot be ascertained till the matter is pending with different government authorities.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s NSP & Associates, Company Secretaries, New Delhi to undertake the Secretarial Audit of the Company for the FY 2015-16.

The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as 'Annexure 5' which forms part of this report.

CORPORATE GOVERNANCE

V2 Retail Limited is 'Your Company' because it belongs to you – the stakeholders. The Chairman and Directors are 'Your' fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes 'Your' long-term value.

The new Companies Act, 2013 and SEBI (LODR) Regulations, 2015 have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and had proactively adopted many provisions of the new law, ahead of time. Your Company is committed to embrace the new law in letter and spirit. In line with the requirements of new law, your Company has constituted new Board Committees. Your Company has in place all the statutory Committees required under the law. Details of Board Committees along with their terms of reference, composition and meetings of the Board and Board Committees held during the year, are provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board informs you that provisions of Section 135 of the Companies Act, 2013 were not applicable on the Company for the Financial Year under review. However, the keeping in view the profit for the Financial Year 2015-16 the Board is committed towards its social responsibility and shall follow the provisions for the Financial Year 2016-17. The Board had constituted Committee and identifying the areas of the Corporate Social Responsibility under the Companies Act, 2013.

INTERNAL FINANCIAL CONTROL SYSTEM

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well placed, proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. Your Company has appointed M/s. Sharma G & Associates (FRN No. 027579N), Chartered Accountant, as the Internal Auditors of the Company to conduct the Internal Audit Functions for Financial Year 2015-16. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report.

Your Company's Internal Control Systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information.

An external independent firm carries out the internal audit of the Company operations and reports its findings to the Audit Committee on a regular basis. Internal Audit also evaluates the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness through periodic reporting.

The Audit Committee also reviews the risk management framework periodically and ensures it is updated and relevant.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Board of the Company has formed a risk management policy to frame, implement and monitor the risk management plan for the Company. The Board is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

PUBLIC DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2015-16 in terms of Chapter V of the Companies Act, 2013.

PERSONNEL

During the year under review, no employees, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits as laid down u/s Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Hence the details required under Section 197(12) are not required to be given.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal framework for prevention of sexual harassment of its women employees.

During the year, no allegations of sexual harassment were filed with the Company.

DEPOSITORY SYSTEMS

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2016, 21174740 Equity Shares stand with the NSDL Account and 3554153 Equity Shares with the CDSL and 158726 Equity Shares stands in physical form.

Your Company has established connectivity with both depositories – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, member holding Shares in physical mode are requested to avail of the dematerialization facility with either of the depositories.

Your Company has appointed M/s. Link Intime India Private Limited, a Category-I SEBI registered R&T Agent as its Registrar and Share Transfer Agent across physical and electronic alternative..

CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

The Company's shares are listed and actively traded on the below mentioned Stock Exchanges:-

- I. National Stock Exchange of India Limited (NSE)
"Exchange Plaza" C-1, Block G,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051
- II. BSE Limited (BSE)
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001

Further, there was change in the capital structure in the Company as an allotment of equity shares amounting to Rs. 1,30,98,700 have been made during the year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the financial year ended March 31, 2016 the Company has neither made any investments nor given any loans or guarantees or provided any security.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

The Company has formulated a Policy on dealing with Related Party Transactions. The Policy is disclosed on the website of the Company.

Web link: http://www.v2retail.com/admins/pic/2015_05_18_10_38_52_Related%20Party%20Transaction%20Policy.pdf

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under the Listing Regulations.

DISCLOSURE ON VIGIL MECHANISM (Whistle Blower Policy)

Your Company has established a mechanism called 'Vigil Mechanism (Whistle Blower Policy)' for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Chairman of the Audit Committee of the Company.

The Vigil Mechanism', as approved by the Board, is uploaded on the Company's website at the web link: http://www.v2retail.com/admins/pic/2015_05_18_10_39_12_WHISTLE%20BLOWER%20POLICY.pdf

DISCLOSURE ON DEPOSIT UNDER CHAPTER V

The Company has neither accepted nor renewed any deposits during the Financial Year 2015-16 in terms of Chapter V of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of Employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders

On behalf of the Board of Directors
V2 Retail Limited

Ram Chandra Agarwal

(Chairman and Managing Director)

DIN:-00491885

B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana

Date: 31-08-2016

Place: New Delhi

Annexure-1

NOMINATION AND REMUNERATION POLICY

The Board has delegated to the Nomination and Remuneration Committee in consultation with the Chairman of the Board, the responsibility for identifying and recommending to the Board, candidates for the Board, after considering the necessary and desirable competencies for new Board members.

Policy for Appointment and Re-Appointment of Director

The Board believes that its membership should comprise directors with an appropriate mix of skills, experience and personal attributes that will best complement board effectiveness, cohesion and diversity and allow the directors to individually, and as a Board collectively, to:

- (a) Discharge their responsibilities and duties under the law effectively and efficiently;
- (b) Assess the performance of management in meeting those objectives and goals.

Accordingly, in selecting potential new directors, the Nominations and Remuneration committee will seek to identify the competencies required to enable the Board to fulfill its responsibilities. In doing so, the Committee will have regard to the results of the annual appraisal of the Board's performance.

While recognizing that each director will not necessarily fulfill all criteria, the Nominations and Remuneration Committee have identified the following fundamental factors as relevant to the selection and appointment of new directors:

- (a) Outstanding in capability with extensive and senior commercial experience;
- (b) High level of personal integrity; and
- (c) Time available to meet the commitment required.

Remuneration payable to Managing and Whole Time Director

The Managing Director and Whole-Time Director are getting remuneration from the Company as approved by the members of the Company in the AGM dated 30th September, 2015.

The annual increments and performance incentive of the Managing Directors and other whole time directors are linked to their performance and are decided by the Nomination and Remuneration Committee from time to time.

Remuneration payable to Non-Executive Directors

The Non-Executive Directors will be paid with the sitting fee, if any, subject to the approval of board of directors/including any sub-committee thereof, upto the limit as specified under Companies Act 2013 and also in Compliance with the Listing Agreement.

Evaluation

In addition to an annual self-evaluation by the remuneration committee, the board must review the effectiveness of the Committee annually.

Amendments

This policy can be modified or repealed at any time by the Board of Directors of the Company.

On behalf of the Board of Directors
V2 Retail Limited

Date: 31-08-2016
Place: NewDelhi

Ram Chandra Agarwal
(Chairman and Managing Director)
DIN:-00491885
B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana

Annexure-2

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, and forming part of the Directors' Report

(A) Conservation of energy-

- (i) Steps taken or impact on conservation of energy:
The Board consider the conservation of Energy as most of the vital point and taking steps for formulation of policy of energy consumption.
- (ii) Steps taken by the company for utilising alternate sources of energy: Nil
- (iii) the capital investment on energy conservation equipments: Nil

(B) Technology absorption-

- (i) the efforts made towards technology absorption:
The Company is implementing the updated softwares and other technology in the operations.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil
 - (a) the details of technology imported - NA
 - (b) the year of import - NA
 - (c) whether the technology been fully absorbed - NA
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof - NA
- (iv) the expenditure incurred on Research and Development – Nil

Foreign Exchange Earnings and outgo

The Company is not indulge into export of goods. No activities relating to exports have been undertaken by the Company during the financial year 2015-2016.

Particulars	2015-16	2014-15
Foreign Exchange Outgo		
Traveling	599,965	215,092
Consultancy	Nil	Nil
Others	Nil	Nil
Imports		
Raw Materials	Nil	Nil
Finished Goods	Nil	Nil
Capital Goods	Nil	Nil
Others		
Foreign Exchange Earnings		
Earnings in foreign exchange	Nil	Nil

On behalf of the Board of Directors
V2 Retail Limited

Date: 31-08-2016
Place: NewDelhi

Ram Chandra Agarwal
(Chairman and Managing Director)
DIN:-00491885
B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana

Annexure-3

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

PARTICULARS OF REMUNERATION

- a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

S. No.	Nature of Directorships Held & Name of Directors	Ratio of Median Remuneration
1	Executive Directors	
a)	Mr. Ram Chandra Agarwal	0.69%
b)	Smt. Uma Agarwal	0.69%
2	Non-Executive Directors	
a)	Mr. Sourabh Kumar	Nil
b)	Mr. Rohit Singh Rautela	Nil
c)	Mr. Ravinder Kumar Sharma	Nil

- b) the percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary, if any, in the financial year;

S.No.	Name of Person	% Increase in remuneration
1	Mr. Ram Chandra Agarwal	100% (Previous Year: NIL)
2	Smt. Uma Agarwal	100% (Previous Year: NIL)
3.	Mr. Sourabh Kumar	Nil
4.	Mr. Rohit Singh Rautela	Nil
5.	Mr. Ravinder Kumar Sharma	Nil
6.	Mr. Manshu Tandon, CEO	3.23%
7.	Mr. Varun Kumar Singh, CFO	18%
8.	Mr. Umesh Kumar, Company Secretary	Nil

- c) the percentage increase in the median remuneration of employees in the financial year:- 10%
- d) the number of permanent employees on the rolls of company: 1522
- e) the explanation on the relationship between average increase in remuneration and company performance: On an average, employees received an increase of 12%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects company performance, the performance pay is linked to organization performance.
- f) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2015-16 aggregated)	60,00,108.00
Revenue from operations	3,19,94,12,220.00
Remuneration (as % of revenue)	0.19%
Profit before tax (PBT)	20,23,56,389
Remuneration (as % of PBT)	2.97%

- g) variations in the market capitalization of the Company, price earnings ratio, Earning Per Share (EPS) and percentage increase in the market share of the Company as at the closing rate of the current financial year and previous financial year;

Particulars	Unit	As at March 31,2016	As at March 31,2015	Variation
Closing rate of share at NSE	Rs.	Rs. 48.05	Rs. 32.35	48.53%
EPS (Consolidated)	Rs.	4.93	4.31	14.39%
Market Capitalization	Rs./lac	11,958.50	7,627.40	56.78%
Price Earnings ratio	Ratio	9.75	7.51	29.83%

- h) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average increase in salaries of employees other than managerial personnel in 2015-16 was 12%. Percentage increase in the managerial remuneration for the year was 7.5%.

- i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

Particulars	Executive Directors	Chief Financial Officer	Chief Executive Officer	Managing Director	Company Secretary (including previous CS too)
	Rs.	Rs.	Rs.	Rs.	Rs.
Remuneration	12,00,000	9,93,525	2,101,776	12,00,000	504,807
Revenue	3,26,38,69,283	3,26,38,69,283	3,26,38,69,283	3,26,38,69,283	3,26,38,69,283
Remuneration (as % of revenue)	0.04%	0.03	0.06%	0.04%	0.02%
Profits before tax (PBT)	20,23,56,389	20,23,56,389	20,23,56,389	20,23,56,389	20,23,56,389
Remuneration (as % of PBT)	0.59%	0.49%	1.04%	0.59%	0.25%

- j) the key parameters for any variable component of remuneration availed by the directors;

Not applicable.

- k) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Not applicable.

- l) affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

15. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

Form MGT 9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

S. No.		
i.	CIN	L74999DL2001PLC147724
ii.	Registration Date:	23/07/2001
iii.	Name of the Company	V2 RETAIL LIMITED
iv.	Category / Sub-Category of the Company	Public Limited company /Indian Non Government Company
v.	Address of the Registered office and contact details	Khasra No. 928, Extended Lal Dora Abadi, Village Kapashera, Tehsil Vasant Vihar, New Delhi - 110037 Tel : (011) 41771850 Email id- cs@vrl.net.in Website : www.v2retail.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any –	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup(W) Mumbai -400 018 Phone: (022) -25963838 Fax: (022)-25946969 Email: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To carry on the business as traders, dealers, whole sellers, agents, distributors, consignors, consignee, retailers, job work, scourers, spinners, weavers, finishers, dyer, tailors and drapers, cutters, import and export of all garments of gentlemen, ladies and Children	Main Division 52 Group 523 Class 5232	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

The Company do not have any subsidiaries during the financial year 2015-16. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

During the year, the process of closure of following wholly-owned subsidiaries, which were not in operation, were applied to the Registrar of Companies to strike-off their names from which VRL Movers Limited and VRL Retail Ventures Limited have been struck- off and VRL Infrastructure Limited is under the process of being strike-off from its Register.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2015)				No. of Shares held at the end of the year (As on March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. PROMOTERS									
(1) Indian									
Individuals/HUF	2397041	0	2397041	10.17	3706911	0	3706911	14.89	54.65
Central Govt./ State Govt.	0	0	0	0					0
Bodies Corporate	11592710	0	11592710	49.16	11592710	0	11592710	46.58	0
Financial Institutions/ Banks	0	0	0	0					0
Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	13989751	0	13989751	59.33	15299621	0	15299621	61.47	9.36
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	13989751	0	13989751	59.33	15299621	0	15299621	61.47	9.36
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
b) Financial Institutions / Banks	0	0	0	0	26244	0	26244	0.11	100
c) Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
d) Venture Capital Funds	0	0	0	0	0	0	0	0	0
e) Insurance Companies	0	0	0	0	0	0	0	0	0
f) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
g) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
h) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
i) Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	0
i) Any Other (Specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	26244	0	26244	0.11	0
B2 NON-INSTITUTIONS									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Bodies Corporate	1463398	0	1463398	6.21	1323621	0	1323621	5.32	-9.55
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh /Upto Rs. 2 lakhs	4931943	9284	4941227	20.96	5805472	8726	5814198	23.35	17.67
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh/ Rs. 2 lakhs	2629511	150000	2779511	11.79	1478918	150000	1628918	6.55	-41.40
Foreign Nationals	0	0	0	0	0	0	0	0	0
NRI	339037	0	339037	1.44	399472	0	399472	1.61	17.83
Clearing House/Clearing Member	64825	0	64825	0.27	235667	0	235667	0.95	263.54
Limited Liability Partnership/HUF	0	0	0	0	159878	0	159878	0.64	100
Trust	0	0	0	0					
Any other									
Sub-total (B)(2):-	9428714	159284	9587998	40.67	9429272	158726	9587998	38.53	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	9428714	159284	9587998	40.67	9429272	158726	9587998	38.53	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	23418465	159284	23577749	100	24728893	22240174	24887619	100	5

ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			%change in Share -holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
Individuals/HUF								
1.	Akash Agarwal	1178880	5.00	0	2488750	10.00	0	111.11%
2.	Ram Chandra Agarwal	719161	3.05	718694	719161	2.89	718694	0
3.	Ram Chandra Agarwal (HUF)	155000	0.66	0	155000	0.62	0	0
4.	Uma Agarwal	344000	1.45	315000	344000	1.38	315000	0
Bodies Corporates								
1.	Unicon Marketing Private Limited	5444710	23.09	5444500	5444710	21.88	5444500	0
2.	Ricon Commodities Private Limited	4940000	20.95	4939500	4940000	19.85	4939500	0
3.	Sunita Fashion Pvt. Ltd.	248000	1.05	0	248000	1	0	0
4.	Vishal Waterworld Pvt. Ltd.	960000	4.07	959500	960000	3.86	959500	0
	Total	12810871	59.32	12377194	13989751	59.31	12377194	9.20

iii) Change in Promoters' Shareholding

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year	13989751	59.33	13989751	59.33
	Allotment as 20.01.2015	1309870	8.56	1309870	8.56
	At the End of the year	15299621	61.47	15299621	61.47

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Vivek Chand Burman	139172	0.5592	139172	0.00%	139172	0.5592
2	GOKUL VANIJYA (P) LIMITED	0	0.0000	100000	100.00%	100000	0.4018
3	GLOBE STOCKS AND SECURITIES LTD.	0	0.0000	98462	100.00 %	98462	0.3956
4	RAHUL GOENKA	74600	0.2997	23000.0000	24.00%	97600	0.3922
5	SONAL BHASKAR DABRAL	25000	0.1005	65000.0000	72.00%	90000	0.3616
6	KAYALVIZHI BALACHANDRAN	84751	0.3405	3871.0000	4.00%	88622	0.3561
7	ALKA GOENKA	87400	0.3512	0.0000	0.00 %	87400	0.3512
8	ADWEALTH STOCK BROKING PRIVATE LIMITED	0	0.0000	77447.0000	100.00%	77447	0.3112
9	ASHWIN TRADING PVT. LTD.	68823	0.2765	0.0000	0.00%	68823	0.2765
10	KANTILAL G GOWANI	97418	0.3914	-30000.0000	-44.00%	67418	0.2709

The above details are given as on March 31, 2016. The Company is listed and 99.36% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders are due to market operations. Further, Company has not allotted/transferred or issued any bonus or sweat equity shares during the year. Pendency

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholder's Name	Shareholding at the beginning of the year	Change in Shareholding during the year	Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	Date of Change and No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Directors							
1.	Rohit Singh Rautela	0	0	0	0	0	0
2.	Ravinder Kumar Sharma	0	0	0	0	0	0
3.	Sourabh Kumar	0	0	0	0	0	0
4.	Uma Agarwal	344000	01.46	0	1.38	344000	0
5.	Ram Chandra Agarwal	719161	03.05	0	2.89	719161	0
Key Managerial Personnel							
7.	Manshu Tandon	0	0	0	0	0	0
8.	Varun Kumar Singh	0	0	0	0	0	0
9.	Yatish Bhardwaj	0	0	0	0	0	0
10.	Gautam Verma	0	0	0	0	0	0
11.	Umesh Kumar	0	0	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs. Lacs)

Shareholder's Name	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	i) 194,800,000	i) 149,700,000		i) 344,500,000
ii) Interest due but not paid	ii) 342,354,363	ii) 5,020,087		ii) 347,374,450
iii) Interest accrued but not due	iii) 0	iii) 0		iii) 0
Total (i+ii+iii)	537,154,363	154,720,087		691,874,450
Change in Indebtedness during the financial year				
• Addition	i) 88,756,807	285,138,844		i) 88,756,807
• Reduction	ii) 81,700,000			ii) 81,700,000
Net Change	7,056,807			(102,374,878)
Indebtedness at the end of the financial year				
i) Principal Amount	i) 194,800,000	i) 430,976,324		i) 625,776,324
ii) Interest due but not paid	ii) 349,411,170	ii) 8,882,607		358,293,777
iii) Interest accrued but not due				
Total (i+ii+iii)	544,211,170	439,858,931		984,070,101

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director and Whole-time Directors:

S. No.	Particulars of Remuneration	Name of Managing Directors and Whole-time Directors		Total Amount (In Rs.)
		Mr. Ram Chandra Agarwal	Mrs. Uma Agarwal	
1.	Gross salary	12,00,000	12,00,000	24,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission			
	-as % of profit	NIL	NIL	NIL
	-Other, specify	NIL	NIL	NIL
5	Other, please specify	NIL	NIL	NIL
	Total (A)	12,00,000	12,00,000	24,00,000
	Ceiling as per the Act			A Public Company can pay remuneration to its directors including Managing Director s and Whole-time Directors, and its managers which shall not exceed 11% of the net profit as calculated in a manner laid down in section 198 of the Companies Act, 2013

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Rohit Singh Rautela	Ravinder Kumar Sharma	Sourabh Kumar	
1.	Directors				
	• Sitting Fee for attending board	8,000 (Inclusive of all)	8,000 (Inclusive of all)	8,000 (Inclusive of all)	
	• committee meetings				
	• Commission				
	• Others, please specify				
	Total(1)	8,000	8,000	8,000	
2.	Other Non-Executive Directors				
		None			
	• Fee for attending board / committee meetings	N.A.			
	• Commission				
	• Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	1% of Net Profits of the Company for all Non-Executive Directors			

* The Above Remuneration is excluding Service Tax.

C. Remuneration to Key Managerial Personnel Other than Managing Director and Whole-time Directors

S. No.	Particulars of Remuneration	Name of Managing Directors and Whole-time Directors			Total Amount (In Rs.)
		Mr. Manshu Tandon, CEO	Mr. Varun Kumar Singh, CFO	Mr. Umesh Kumar, Company Secretary	
1.	Gross salary	21,01,776	9,93,525	13,225	31,08,526
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	-as % of profit	-	-	-	-
	-Other, specify	-	-	-	-
5.	Other, please specify	-	-	-	-
	Total (A)	21,01,776	9,93,525	13,225	31,08,526

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ Court]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
V2 RETAIL LIMITED
CIN: L74999DL2001PLC147724
Address: Khasra No. 928, Extended,
Lal Dora Abadi, Village Kapashera,
Tehsil Vasant Vihar,
New Delhi - 110037

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by V2 RETAIL LIMITED ("hereinafter called as the Company/ Company"). The Company is a listed Company, having CIN: L74999DL2001PLC147724. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the financial year from 01st April, 2015 to 31st March, 2016 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under alongwith the provisions of the Companies Act, 1956 to the extent as applicable;
- (ii) The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act")
 - a. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. SEBI (Prohibition of Insider Trading) Regulations, 1992 and Rules there under;
 - c. SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009;
 - d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 02nd September, 2015
- (v) Other laws applicable to the Company are not covered as per the representations made by the Company.

I have also examined compliance with the applicable clauses of the following:

 - a. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
 - b. Secretarial Standards issued by the Institute of Company Secretaries of India.

We report that:

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc..
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We have checked the compliance management system of the Company, to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We further report that, the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has not been any changes in the Board of Directors took place during the period under review.

Adequate notice is given to all its directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Decisions at Board Meeting and Committee Meeting are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of debentures/sweat equity except, the Company has made Allotment of 1309870 equity shares @ Rs. 10/- to Mr. Akash Agrawal upon conversion of 1309870 Warrants on 25.05.2015 and the Company has allotted 1(One) Convertible Warrant of Rs. 32,50,00,000 to Benette Coleman & Co. on 08.07.2015.
- (ii) Redemption/Buy back of securities.
- (iii) Merger/Amalgamation/Reconstruction.
- (iv) Foreign technical collaborations.

For **NSP & Associates**
(Practicing Company Secretaries)

CS Naveen Shree Pandey
M. No.: ACS-29126,
C.P. No.: 10937

Date: 20.08.2016

Place: New Delhi

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENT

Retailing in India is one of the pillars of its economy and accounts for 14 to 15 percent of its GDP. It is the fastest growing retail market in the World. India's retailing is essentially the owner of small shop which account for more than 90%.

The present study finds that The Indian retail sector is evolving rapidly. The size of India's retail industry is expected to more than double to \$1.3 trillion by 2020. Further organised retail penetration in India's total retail is on increase. Recent policy changes and greater external liberalisation of retail sector will bring many more foreign retailers to India. It is expected that FDI will accelerate the growth of organized retail. India's huge population with large proportion of young, increasingly brand-and fashion-conscious population, high potential growth in consumer expenditure, growing middle class are some of the factors due to which the macro trends for the sector looks favorable. Organized retail whose share in total retail was 8% in 2012 is expected to assume 24% share of total retail market in India in 2020. Among organized retail segments, Mass Grocery and Apparel are segments growing faster than other segments. In next few years, multi-brand organized retail is expected to expand in specialty stores such as Consumer Electronics, Footwear, Furniture and Furnishing etc. But the requirement of 30% procurement from Indian small industries may prove to be a major bottleneck for FDI in many of these segments. The global heads of retail chains keeping a mum on India in recently held World Retail Congress in Paris supports this viewpoint. While Mexico and the Philippines were being touted as the next big markets for commencing retail ventures, India's policies regarding sourcing and investments have put a question mark on prospective investments Analyst say that if Walmart indeed pulls out of India, it may not have any impact on consumers as only eight per cent of the total retail is organized, But, confidence on India as a potential investment destination could be greatly marred. However, recently Government of India has liberalised some FDI norms w.e.f. 22 August, 2013 to boost investors sentiments.

India is the 5th most favorable destination for international retailers. Of the total Indian retail market, 8% constitutes the organized retail segment which is estimated to grow at a rate of almost 30% by 2020, and hence at a much faster pace than the overall retail market which is forecast to grow by 16% in the same period. Clothing & Apparel make up almost a third of the organized retail segment, followed by Food & Grocery and Consumer Electronics. India currently has a small penetration within the organized retail segment as compared to other emerging markets such as China, which has a penetration of more than 20% within organized retail according to the Global Retail Index report by the World Retail Conference.

India has one of the largest numbers of retail outlets in the world. The sector is witnessing exponential growth, with retail development taking place not only in major cities and metros, but also in Tier-II and Tier-III cities. Indian market has high complexities in terms of a wide geographic spread and distinct consumer preferences varying by each region necessitating a need for localization even within the geographic zones. India has highest number of outlets per person (7 per thousand) Indian retail space per capita at 2 sq ft (0.19 m²) person is lowest in the world Indian retail density of 6 percent is highest in the world.[38] 1.8 million households in India have an annual income of over 4.5 million

The said growth can be attributed to the growing Indian economy, increase in Private Final consumption Expenditure (PECE) and the change in consumption pattern of the Indian masses. The Changing Consumption pattern, in turn, primarily remains driven by higher standard of living, growing middle-class population, greater proportion of working women, increase in penetration levels of organized retail etc.

In the Retail Industry Food is the largest segment in terms of its contribution to the total value of the retail market, followed by fashion and fashion accessories. The share of organised retail in the total Indian retail trade pie is projected to grow at 40 per cent per annum.

The foreign direct investment (FDI) inflows in single-brand retail trading during April 2000 to December 2012 stood at US\$ 95.36 million, as per the data released by Department of Industrial Policy and Promotion (DIPP). The overall Indian retail sector is expected to grow 9 per cent in 2012-16, with organized retail growing at 24 per cent or three times the pace of traditional retail (which is expected to expand at 8 per cent).

The opportunities in food and grocery retail are immense, given that it constitutes about 69 per cent of the country's total retail market, according to panel members at the seventh Food and Grocery Forum India

KEY GROWTH DRIVERS OF RETAIL INDUSTRY

The growth factors of the retail sector of Indian economy:

- India's growing population and urbanization offers a huge market for organized Retail.
- Increasing economic prosperity and change in consumption pattern drives retail pattern.
- Increase in per capita income which in turn increases the household consumption.
- Demographical changes and improvements in the standard of living.
- Collective effort of financial houses and banks with retailers are providing strength to consumers to go for durable products with easy credit.
- Regulatory enablers aiding growths.

OPPORTUNITIES & THREATS

The new FDI policy implies greater autonomy in functioning for foreign single-brand retail players who can now own 100% of their Indian stores, up from the previous cap of 51% with only the stipulation that they will have to source 30% of their goods from small and medium-sized Indian suppliers. The new policy allows a maximum 51% ownership for the multi brand retail sector subject to the certain conditions.

The Indian economic sector, including retail, has weathered an uneven ride. Changes in Government policies and markets have caused investors in this market to draw caution and adopt wait-and-watch policies. Rising inflation, even when disposable income has risen, has left a dampening mark on retail sales and consumption. Brands have decided to ensure an effective presence strategy while speculation markets have dropped. Big malls that were assured of complete occupancy just a few years back have to resort to price-leading strategies to woo in tenants and consumers.

The Company Strategy to increase the number of departmental stores, and increase its market share in existing Tier II and Tier III cities through additional new stores in those cities.

However the Economic Slowdown may affect the direct consumption which may affect the Retail Industry.

STRENGTHS

In the present context, the Company shall focus and develop the following as its strengths leading to an accelerated sustainable organizational development:

- Improvement in Information Technology and supply chain.
- To retain the existing customers and to promote the brand name of V2 Retail Limited.
- Placing right people at the right job being talented professionals, especially at the middle-management level.
- Employing standard security features such as CCTVs, POS systems and anti-shoplifting systems for greater control over fraud and theft to curb employee pilferage, shoplifting, vendor frauds and inaccuracy in supervision and administration.
- Strong focuses on system & processes.
- Strong distribution and logistics network supply chain. Strong Bargaining Strength.
- Strategic planning is must in order to keep aside the cut-throat competition in context of various corporate restructuring, market segmentation, creativity and innovation with regard to new launch of product and services.

PRODUCT WISE PERFORMANCE

The Company is in the business of retailing of products such as apparels and household goods. The Sale of the apparels has been increased significantly over the year and sale of household goods also increased during the year consequently the Company is planning to explore and add some more line of products.

Future Outlook and Strategies

- Productively employing staff at all location
- Branding of V2

- Effective Visual Communication
- Strong Supply Chain
- Expansion and Diversification prospects for the business of the Company.
- Increased focus on Shop in Shop Format i.e. excess space renting Arrangements.
- Focus on Core competencies of the Company i.e. retailing.
- Revision of Sales Promotion , Pricing , Branding and advertising strategies of the Company

Risks and Concerns

We believe the key risk to our growth is execution risk. The process of reestablishment will continue and the timely achievement of which will be critical. Risk Management at V2 Retail is an enterprise wide function. which develop frameworks and methodologies for assessing and mitigating risk .Enterprise Risk Management (ERM) is a leveraged function that works in close co-ordination with Business Teams, Legal, Finance, Human Resources, Quality, internal audit and other functional teams having great skills to control, reduce, transfer, mitigate and risk that comes on its way to progress.

Increase in Competition to Impact Margins

With the entry of big players in retail Industry due to the permissible 100% FDI in Single Brand Retailing and 51% in multi brand retailing, the competition will become intense. Increase in competition is expected to alter the dynamics of business and further sustaining/ acquiring space and manpower resources.

The Company is able to compete the market situations and maintain its margins for future growth.

Higher rentals

The market is still on a high rental level, leaving very little margin for the retailers to make sustenance and strive hard to maintain the existing reputation as well as consumer base in the market. The balancing/ correction of rentals to the right proportion as per industry standards abroad has yet to take place in India.

Internal Control Systems and Their Adequacy

The Company has a dynamic, adequate effective and efficient system of internal check as well as internal control. This ensures that all assets are safeguarded and protected against loss from unauthorized use or disposal, and the transactions are authorized, recorded and reported as per Company's norms including Statutory Guideline.

The Company monitors and strengthen the Internal Control system of its stores through separate department. The Company also appoints consultants, advisors, professionals and experts from time to time in order to bring specialization in area of it's operation.

These internal control procedures ensure the following:

1. Efficient use and protection of resources
2. Compliances with policies procedures and Statues
3. Accuracy and promptness of financial reports.
4. Detection of frauds and misconduct on the part of employees of the company.

HUMAN RESOURCE MANAGEMENT

We firmly believe that employee's training, motivation, development, and engagement are key aspects of good human resources management. We provide several forums and communication channels for our employees to not only share their points of view and feedback related to our business, but also share feedback on self development and career advancement. These forums have helped us identify and implement a number of structural changes during the year. These included compensation revision across the organization, streamlining of compensation structure, quarterly cycles of promotion and progression, and rotation of onsite assignments. Providing opportunities for employees to interact with senior management through innovative interventions such as "Just a Minute" Session (JAM) with the Management, town hall events across campuses and priority mailers notifying employees about every organizational change and development are a few of the measures taken to boost communication with employees. Rewarding and recognizing consistent superior performance is essential to build a stronger V2 RETAIL. This year, we introduced

the concept of "Employee of the Month" program, which is designed exclusively to identify high performers and provide them challenging opportunities to grow faster within the organization.

COMPANY PERFORMANCE REVIEW

Your Company has reported a Net Profit after tax of Rs. 122,488,089 before adjustment of the prior period expenses during the financial year ended March 31, 2016.

The turnover from operations of the company during the financial year ended March 31, 2016 is Rs. 3199 Mn as compared to Rs. 2867 Mn during the previous year ended March 31, 2015. The turnover of the company increased by 11.57% from the previous year on account of opening of Various Stores over different Location across nation.

Cost of Goods sold

The total Cost of goods sold increased in terms of value by 9.25% from Rs. 2053.76 Mn in FY'15 to Rs. 2243.76 Mn in FY'16. Although there is decrease in terms of percentage of cost of goods sold by 1.49% from 71.62% to 70.13%. The increase in value is only attributed to the increase in turnover of the Company.

Administrative, Selling, Distribution & Other Expenses

Administrative, Selling, Distribution & Other Expenses increased to Rs. 411 Mn in FY'16 from the existing Rs. 353 Mn in FY'15

Personnel Expenses

The personnel expenses increase from Rs. 183.49 Mn in FY'15 to Rs. 229.66 Mn in FY'16. The increase in personnel expenses is mainly on account of opening of stores which led to increase in number of personnel employed there.

Depreciation

The Company provided for depreciation of Rs. 44.07 Mn during FY' 16 compared to 20.88 Mn during FY' 15. For the year under consideration, cumulative depreciation was 24.54% of gross block, from 24.41% in the previous year. Your Company has changed its method of depreciation on fixed assets from Written Down Value ("WDV") method to Straight Line Method ("SLM") method except building, as management believes that such change in accounting policy results in fair recognition of depreciation charge vis-à-vis its operations particularly when the Company is on growth path, which presents the financial results more appropriately.

Finance Cost

Interest expense increase by 35.88% to Rs 132.47 Mn during FY' 16 compared to Rs 97.49 Mn during FY' 15. The Increase in Finance cost is on account of Increase in the loan amount.

Provision for Taxation

Being in losses, the company has not made any provisions for taxation.

EPS

The year recorded a positive EPS of Rs. 4.93 compared to previous year EPS of Rs. 4.31. The Diluted Earnings per Share (DPS) is Rs 3.54 in FY'16 compared to Rs 3.84 in FY'15.

Balance Sheet Position

Share Capital

Your Company has an authorised equity share capital of Rs. 248 MN comprising 24.8 MN equity shares of Rs 10 each and an authorised preference share capital of Rs 58.4 Mn divided into 400,000 preference shares of Rs 146 each.

Reserves & Surpluses

The reserves and surplus as on March 31, 2016 is Rs. 2626 Mn as compared to Rs. 2504 Mn as on March 31, 2015.

Profit and Loss Account

Your Company earned a Profit of Rs. 121 Mn during the financial year ended March 31, 2016. Resultantly the balance in P&L as on March 31, 2016 was Rs. -5147.15 Mn compared to Rs -5268.83 Mn as on March 31, 2015.

Debt

The total amount of the long term debt has been increased to Rs. 431.31 Mn from the previous year Rs. 155.94 Mn.

Deferred Tax

Deferred tax assets/liabilities represent impact of timing differences in the financial and tax books. Your Company earned a net Profit of Rs. 121 Mn. The deferred tax asset as on March 31, 2016 was Rs. 2624 Mn as compared to Rs. 2711 Mn as on March 31, 2015.

Investments

The Investment of the Company has been reduced by Rs. 51 Mn from the previous investment of Rs. 304 Mn. Reduction is due to depreciation on Non Current Investment. The gross investment at the end of year stands at Rs. 253 Mn.

Cash & Bank Balances

As on March 31, 2016, your Company was having a cash balance of Rs. 31 Mn compared to Rs. 11 Mn as on March 31, 2015.

Inventories

As on March 31, 2016, your Company was having inventory of Rs. 1088 Mn compared to Rs. 793 Mn as on March 31, 2015.

Non Current Loans and Advances

Non Current Loans and Advances as on March 31, 2016 was Rs. 111.21 Mn compared to Rs. 22.8 Mn as on March 31, 2015. The increase is due to Security Deposit given to Lessor for the new stores.

Current Liabilities & Provisions

As on March 31, 2016, your Company was having Current liabilities including provision of Rs. 1001 Mn compared to Rs. 1068 Mn during FY'15.

Disclosure with Respect to DMAT suspense account /unclaimed suspense account.

No DMAT suspense account /unclaimed suspense account reported by RTA, NSDL and CDSL to the company.

On behalf of the Board of Directors
V2 Retail Limited

Ram Chandra Agarwal
(Chairman and Managing Director)
DIN:-00491885

B1-801, Lagoon Apartment, Ambience
Island, Gurgaon- 122002, Haryana

Date: 31-08-2016
Place: NewDelhi

CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement and Regulation 17-27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at V2 Retail Limited is in compliance with laws and high standard of business ethics for effective control and management system in an organization.

The Board and Management of the Company believes that Corporate Governance is the commitment for compliance with all Laws, Rules and Regulations that apply to it with the spirit and intent of high business ethics, honesty and integrity. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organisation towards creating wealth and shareholder's value.

The essence of Corporate Governance lies in promoting and maintaining transparency and accountability in the higher echelons of management. The demands of corporate governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. Good governance practices stem from the culture and the mindset of the organisation and at V2 Retail we are committed to meet the aspirations of all our stakeholders. Your company's essential charter is shaped by the objectives of transparency, professionalism and accountability.

The Company believes that the essence of the Corporate Governance lies in the phrase "Your Company". It is "Your" company because it belongs to you - "the Shareholders." The Chairpersons and Directors are "Your" fiduciaries and trustees. Their Objective is to take the business forward in such a way that it maximizes "Your" long term value. Besides adhering to the prescribed Corporate Governance practices as per clause 49 of the Listing Agreement and Regulation 17-27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it voluntarily governs itself as per highest standard of ethical and responsible conduct of business in line with the local and global standards. Strong governance practices at VRL have earned recognition for it and have strengthened its bond of trust not only with the stakeholders but with the society at large.

Various policies at V2 RETAIL seek to focus on enhancement of long term shareholder value keeping in mind Ethical Standards and Corporate Social Responsibilities. These practices are embedded in our principle of Corporate Governance, which provides for accountability, independence, transparency and fair disclosure.

The Spirit of V2 Retail represents the core values inherent in our organization which is framed around these Corporate Governance principles and practices. These are mentioned below:

Intensity to Win

1. Make customers successful
2. Team, innovate and excel

Act with Sensitivity

1. Respect for the individual
2. Thoughtful and responsible

Unyielding Integrity

1. Delivering on commitments
2. Honesty and fairness in action

A Certificate from M/s. AKGVG & Associates, Chartered Accountants, Statutory Auditors of the Company regarding compliance of the conditions of the Corporate Governance, as stipulated in Clause 49 of the Listing Agreement and Regulation 17-27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, is attached in the Corporate Governance Report and form part of this report.

Certificate of the Chief Executive Officer & Chief Financial Officer, inter-alia confirming the correctness of the financial statement, compliance with Company's Code of Conduct, adequacy of the Internal Control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement and Regulation 17-27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, is attached in the Corporate Governance Report and forms part of this Annual Report.

CODE OF CONDUCT

The Board of Directors of the company acknowledges and accepts the extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the laws of India as well as in the Memorandum and Articles of Association of the Company. They are entrusted with and are responsible for the oversight of the assets and business affairs of VRL in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Board of Directors has adopted the following Code of Conduct and a separate declaration to this effect is annexed to the Corporate Governance Report.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations.

Good governance practices stem from the culture and mindset of the organisation and at V2 we are committed to meet the aspirations of all our stakeholders.

Our customers have benefited from products having value which is available at the most competitive prices.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the higher echelons of management. The demands of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

BOARD OF DIRECTORS

As on March 31, 2016, the Board comprised of 5 directors, 2 of them being Executive, 3 being Non Executive Independent Director. The Composition of Board of Directors on March 31, 2016 is as follows:

Category	DIN	Name of the Director
Executive Promoter Director	: 00491885 00495945	Mr. Ram Chandra Agarwal Mrs. Uma Agarwal
Independent Director	: 05113240	Mr. Sourabh Kumar
Independent Director	: 05118387	Mr. Rohit Singh Rautela
Independent Director	: 06865804	Mr. Ravinder Kumar Sharma

The Board was reconstituted with appointment of following directors and Key Managerial Personnel (KMP) on the Board:

Category	Date of appointment	DIN/PAN	Name of the Director/KMP
Company Secretary & Compliance Officer	28/03/2016	BMYPK9810K	Umesh Kumar

BRIEF PROFILE OF THE DIRECTORS OF THE COMPANY

Brief profile of all the Directors, nature of their expertise in specific functional areas:

Mr. Ram Chandra Agarwal, Chairman & Managing Director (DIN No 00491885), is a Director of the Company since 23.07.2001. He Graduated in Commerce, He holds more than twenty seven Years of Experience in Retail Industry.

Mrs. Uma Agarwal, Whole time Director (DIN No. 00495945), is a Director of the Company since 23.07.2001. She Bachelor in Arts, She holds more than thirteen Years of Experience in retail Industry.

Mr. Sourabh Kumar is a Non-Executive Director (DIN No 05113240) of the Company since 01.10.2011. He Mastered in Commerce and holds more than five Years of Experience in Finance and Accounts Function Area.

Mr. Rohit Singh Rautela is a Non-Executive Director (DIN No 05118387) of the Company from 14.04.2014. He Graduated in Commerce. He is a Member of The Institute of Company Secretary of India, and he holds more than six Years of Experience in Finance and Corporate Law.

Mr. Ravinder Kumar Sharma is a Non-Executive Director (DIN No 06865804) of the Company from 14.04.2014. He Graduated in Commerce and he holds more than three Years of Experience in Corporate Law.

Mr. Umesh Kumar is a Company Secretary & Compliance Officer (PAN No: BMYPK9810K) of the Company from 28.03.2016. He is graduated in Commerce, a Member of The Institute of Company Secretary of India, an Associate member of Chartered Institute of Security and Investment (London, United Kingdom) and He is National Stock Exchange Certified Market Professional Level 1, Level 2 & Level 3. During 2012 he had qualified 14(Fourteen) Certification in financial Market from National Stock Exchange and National Institute of Security Market and he holds more than Five Years of Experience in Financial Market, Legal, Finance, Secretarial and Corporate Laws.

INFORMATION SUPPLIED TO THE BOARD

Board Members are given agenda along with necessary documents and information in advance of each meeting of the Board and Committee(s). In addition to the regular business items, the items as required under listing agreement particularly relating to the following items/information is regularly placed before the board to the extent possible:-

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the company.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial nonpayment for goods sold by the company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, Implementation of Voluntary Retirement Scheme etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

BOARD LEVEL COMMITTEES

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the company. However with the objective of smooth functioning of the operation, some powers have been delegated to the standing committees, namely Audit Committee, Nomination and Remuneration Committee, CSR Committee, Stakeholders Relationship Committee.

The details of the members of the committees as on March 31, 2016 are as under

Name of the Director	Audit	Nomination and Remuneration	CSR Committee	Stakeholder Relationship	Independent Director
Mr. Ram Chandra Agarwal	Member	NA	NA	NA	NA
Mr. Varun Kumar Singh	CFO	CFO	NA	NA	NA
Mr. Sourabh Kumar	Member	Chairman	Member	Member	Member
Mr. Rohit Singh Rautela	Chairman	Member	Chairman	Chairman	Member
Mr. Ravinder Kumar Sharma	Member	Member	Member	Member	Chairman
Mrs. Uma Agarwal	NA	NA	NA	Member	NA
Mr. Umesh Kumar	Compliance Officer	Compliance Officer	Compliance Officer	Compliance Officer	NA

V2 RETAIL LIMITED - ANNUAL REPORT 2016

All decisions pertaining to the constitution of the Committees, appointment of members of the Committee and fixing of terms of service for committee members are taken by the Board of Directors. Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance, are provided below:

ATTENDANCE AT BOARD MEETINGS

During the Financial Year 2015-16, 13(Thirteen) Board Meetings were held till 31st March 2016, as per following details:-

Sl. No.	Date of Board Meeting	Sl. No.	Date of Board Meeting
1.	20.04.2015	2.	25.05.2015
3.	29.05.2015	4.	22.06.2015
5.	08.07.2015	6.	31.07.2015
7.	21.08.2015	8.	28.09.2015
9.	29.10.2015	10.	26.11.2015
11.	04.01.2016	12.	05.02.2016
13.	28.03.2016		

Composition of Board of Directors and their Attendance in the Board Meetings for FY 2015-16 are as under

Name of Director	Designation of Director	Board Meeting Held	Board Meeting Attended	Last AGM
Mr. Ram Chandra Agarwal	Managing Director & Executive Promoter	13	13	Yes
Mrs. Uma Agarwal	Whole Time Director & Executive Promoter	13	13	Yes
Mr. Sourabh Kumar	Independent Director	13	13	Yes
Mr. Rohit Singh Rautela	Independent Director	13	13	Yes
Mr. Ravinder Kumar Sharma	Independent Director	13	13	Yes

The committee membership of the Directors as on March 31, 2016 is as follows:

NAME OF DIRECTOR	NO. OF DIRECTORSHIPS	NO. OF COMMITTEE MEMBERSHIP	NO. OF COMMITTEE CHAIRMANSHIP
Mr. Ram Chandra Agarwal	6	1	Nil
Mrs. Uma Agarwal	8	1	Nil
Mr. Sourabh Kumar	1	4	1
Mr. Rohit Singh Rautela	1	4	3
Mr. Ravinder Kumar Sharma	1	4	Nil

Only the Membership of Audit Committee and Investor Grievances Committee of other public Companies are considered.

AUDIT COMMITTEE

The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans and projections are given to the Board of Directors. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance.

The Constitution of the Audit Committee as on March 31, 2016 was as follows:

Name of the Director	Designation	Chairman/ Member/ Other
Mr. Rohit Singh Rautela	NEID [^]	Chairman
Mr. Sourabh Kumar [^]	NEID [^]	Member
Mr. Ram Chandra Agarwal	Executive Director	Member
Mr. Ravinder Kumar Sharma	NEID [^]	Member
Mr. Varun Kumar Singh	CFO	Non Member
Mr. Umesh Kumar [*]	CS & Compliance Officer	Compliance Officer

[^]NEID – Non Executive Independent Director

^{*} Mr. Umesh Kumar Joined as Company Secretary & Compliance Officer w.e.f. 28th March 2016

Audit Committee Meetings & Presence:

The details of Audit Committee meetings & presence of Members till March 31, 2016 are as follows:

Date of Audit Committee Meeting	Name of the Audit Committee Members						
	Mr. Sourabh Kumar	Mr. Ram Chandra Agarwal	Mr. Ravinder Kumar Sharma	Mr. Rohit Singh Rautela	Mr. Varun Kumar Singh	Mr. Yashish Bhardwaj	Mr. Gautam
20th April, 2015	Present	Present	Present	Present	Present	Present	Nil
29th May, 2015	Present	Present	Present	Present	Present	Present	Nil
31st July 2015	Present	Present	Present	Present	Present	Present	Nil
17th August 2015	Present	Present	Present	Present	Present	Present	Nil
29th October 2015	Present	Present	Present	Present	Present	Nil	Present
05th February 2016	Present	Present	Present	Present	Present	Nil	Nil

The functions and Powers of the Audit Committee comprises of the same powers and functions as are elaborated in Clause 49 of the Listing Agreement and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee

The primary purpose of this committee would be to ensure that directors and executives are fairly rewarded for their individual contribution to company's performance without any personal interest and also keeping other stakeholders' as well as company's financial and commercial health intact. Committee shall also serve as party to monitor and strengthen the objectivity and credibility of directors and executives' remuneration system and also making recommendation to the board on remuneration package and policies applicable to directors.

The Nomination and Remuneration Committee of the Board is constituted to formulate and recommend to the Board from time to time, a compensation structure for the Whole-time Directors.

The details of Members of the Remuneration Committee as on March 31, 2016 are as follows:-

Name	Designation	Chairman/ Member/Other
Mr. Sourabh Kumar	NEID [^]	Chairman
Mr. Rohit Singh Rautela	NEID [^]	Member
Mr. Ravinder Kumar Sharma	NEID [^]	Member
Mr. Varun Kumar Singh	CFO	
Mr. Umesh Kumar	CS & Compliance Officer	CS & Compliance Officer

[^] NEID – Non Executive Independent Director

The functioning and terms of reference of the Committee are as prescribed under Section 178 of the Companies Act, 2013 and as specified under the listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable with the Stock Exchanges. The Remuneration paid to the Directors during last financial year is mentioned below;

The scope of the activities of Nomination and Remuneration Committee includes the following:

- Determination of Company's policy on specific remuneration package for executive and non-executive directors including pension rights and compensation payment.
- Orchestrate the performance targets and deliverables of the positions for which the Remuneration Committee is authorized to set remuneration and correlate with the delivered performance.
- Monitor and review the compensation (including salaries and salary adjustments, incentives/benefits bonuses, stock options, deferred compensations) periodically.
- Review and approve proposed terminal payments for those who directly report to the Managing Director and Chief Executive Officer.
- Review and recommend to the Board any changes in remuneration policy required, if any.

Remuneration Committee Attendance/Nomination and Remuneration Committee

The details of Remuneration Committee meetings & presence of Members till March 31, 2016 are as follows:

Date of Nomination and Remuneration Committee Meetings	Mr. Sourabh Kumar	Mr. Ravinder Kumar Sharma	Mr. Rohit Singh Rautela	Mr. Yatish Bharadwaj	Mr. Varun Kumar Singh
02nd April, 2015	Present	Present	Present	Present	Present
14th August, 2015	Present	Present	Present		Present

Details of remuneration paid to Directors are given below:

Remuneration of the executive directors has been paid as per the approval of the members in General Meeting.

The Non-Executive Independent Directors of the Company do not hold any shares of the Company.

Mr. Ram Chandra Agarwal, Chairman & Managing Director is the husband to Mrs. Uma Agarwal, and no other Directors are in any way related to each other.

No salary excluding sitting fee is being paid to the Non-Executive Directors of the Company.

Stakeholders Relationship Committee

The Committee inter alia looks into redressal of shareholders'/investors' complaints related to, non-receipt of Balance sheet, non-receipt of declared dividends, non-receipt of refund order, etc. The Company oversees the performance of the Registrar and Share Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

The details of Members of the Shareholders'/Investors' Grievance Committee as on March 31, 2016 are as follows:-

Name	Designation	Chairman/ Member
Mr. Sourabh Kumar	NEID [^]	Member
Mr. Rohit Singh Rautela	NEID	Chairman
Mrs. Uma Agarwal	Executive Director	Member
Mr. Ravinder Kumar Sharma	NEID	Member
Mr. Umesh Kumar	CS & Compliance Officer	CS & Compliance Officer

[^] NEID – Non Executive Independent Director

The details of Shareholders'/Investors' Grievance Committee Meetings & presence of Members till March 31, 2016 are as follows:

Date of Stakeholder Relationship Committee Meetings	Name of the Stakeholder Relationship Committee Members/Others			
	Mr. Sourabh Kumar	Mr. Ravinder Kumar Sharma	Mr. Rohit Singh Rautela	Mrs. Uma Agarwal
29th May, 2015	Present	Present	Present	Present
14th August, 2015	Present	Present	Present	Present
26th November, 2015	Present	Present	Present	Present
16th February, 2016	Present	Present	Present	Present

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility ("CSR") Committee was constituted by the Board on April, 14 2014 considering requirements of the Companies Act, 2013 relating to the constitution of a Corporate Social Responsibility Committee.

The details of Members of the Corporate Social Responsibility Committee as on March 31, 2016 are as follows:-

Name	Designation	Chairman/ Member/ Other
Mr. Rohit Singh Rautela	NEID [^]	Chairman
Mr. Ravinder Kumar Sharma	NEID [^]	Member
Mr. Sourabh Kumar	NEID [^]	Member
Mr. Umesh Kumar	CS & Compliance Officer	CS & Compliance Officer

[^] NEID – Non Executive Independent Director

The purpose of this committee is to formulate and monitor the CSR policy of the Company. The CSR Committee has adopted a policy that intends to:

- Strive for economic development that positively impacts the society at large with minimal resource footprints.
- Be responsible for the corporation's actions and encourage a positive impact through its activities on the environment, communities and stakeholders

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy'. The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

Compliance Officer

Mr. Umesh Kumar, Company Secretary of the Company is the Compliance officer for complying with the requirements of SEBI Regulations and the Listing Agreements with the Stock Exchange(s) in India. The Company Secretary acts as Secretary of all the committees as named here above.

Investor Grievance Redressal

During the year the company has received 1 complaint from investors/ shareholders as per the information provided by the Registrar and Share Transfer Agent of the company. There was no investor/shareholder grievance pending as at March 31, 2016.

Source: SCORE Login data

GENERAL BODY MEETINGS:

The details of the last three Annual General Meetings are as follows:

ANNUAL GENERAL MEETING

Financial Year	Venue	Date	Time
2014-2015	Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038	30.09.2015	10.00AM
2013-2014	Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038	29.09.2014	10.00AM
2012-2013	Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi 110038	30.09.2013	10.30AM

Special Resolution:
Annual General Meeting (AGM) (30.09.2015)

- Ratification of allotment of convertible warrant to M/s. Bennett Coleman and Company Limited on preferential basis
- Fixation of payment of remuneration to Mr. Ram Chandra Agarwal (DIN: 00491885) as Managing Director of the Company.
- Fixation of payment of remuneration to Mrs. Uma Agarwal (DIN: 00495945) as whole time director of the Company.

Annual General Meeting (AGM) (29.09.2014)

- Alteration/substitution/omission of various articles of Article of Association of the Company as per table F and as per Companies Act, 2013.

Annual General Meeting (AGM) (30.09.2013)

- No Special Resolution was passed during the financial year 2012-2013.

Postal Ballot

During the last financial year ended 31st March 2015 the Company has not passed any resolution through Postal Ballot.

DISCLOSURES
Disclosure of Related Party transactions

A Disclosure of all related party transactions has been made in the notes to accounts of the Balance Sheet presented in this Annual Report.

There are no material individual transactions with related parties of business and which are not on an arm length basis.

There are no materially significant transactions made by the Company with its promoters, directors or Management or relatives etc. that may have potential conflict with the interest of the Company at large.

Disclosure of Accounting Treatment in preparation of financial statements

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements except to the qualification made by the Auditors.

Code for Prevention of Insider trading Practices

In line with the SEBI regulation on prevention of insider trading, the compliance with respect to the Insider trading code of conduct is being made by the Directors, Compliance Officer and other Specified Employees on regular basis.

Code of Conduct for the Directors and the Senior Management of the Company

The Company has a Code of Conduct in place for Management Cadre Staff (including Executive Directors). In terms of the revised Clause 49 of the Listing Agreement and Schedule V of SEBI (Listing Obligation Disclosure Requirements) Regulation 2015 and contemporary as well as prevailing practices of good corporate governance, the Board has adopted the Code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code. A certificate pursuant to clause 49 of the listing agreement and Schedule V of SEBI (Listing Obligation Disclosure Requirements) Regulation 2015 is mentioned below.

To,

Members of **V2 Retail Limited**

Sub: Declaration under clause 49 (II)(E)(2) of the Listing Agreement and Schedule V of SEBI (Listing Obligation Disclosure Requirements) Regulation 2015

I, Manshu Tandon, Chief Executive Officer of V2 Retail Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the code of conduct of the Company for the year ended March 31, 2016.

Date: 31-03-2016

Place: New Delhi

Mr. Manshu Tandon

Chief Executive Officer

Compliances by the Company

To the best of information and knowledge of management, the company is complying with the provisions, rules and regulations of various laws applicable except as otherwise qualified in annual report. There has neither been any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the stock exchange or SEBI or any other authorities, on any matter related to capital market during the preceding four years.

CEO / CFO Certification

A certificate from CEO and CFO on the financial statements of the Company was placed before the Board.

Certificate pursuant to clause 49(IX) of the Listing Agreement and Regulation 17 (8) of SEBI Listing Obligation Disclosure Requirements Regulation 2015

- (A) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2016 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- (D) We have indicated to the auditors and the Audit committee;
- (1) Significant changes in internal control over financial reporting, if any, during the year;
 - (2) Significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date: 12-04-2016

Place: New Delhi

Mr. Manshu Tandon

Chief Executive Officer

Mr. Varun Kumar Singh

Chief Financial Officer

Risk Management

We have established an effective risk assessment and minimization procedures, which are reviewed by the board periodically. There is a structure to identify and mitigate various risks faced by the company from time to time.

Compliance to Non-Mandatory Requirement

The Company has not specifically complied with any of the non-mandatory requirement of the listing agreement.

Means of Communication

The Results of the Company are furnished to the Stock Exchanges on a periodic basis (Quarterly, half yearly and annually) after the approval of Board of Directors.

The Notice and Results are generally published in The Mint/Financial Express / Business Standard/Jansatta within 48 Hours after approval of Board of Directors.

Website: The Company's new website is www.v2retail.com. It contains a separate dedicated section 'Investor Relations' where shareholders information is available. The Shareholding Pattern, Quarterly results as well as the Annual Report of the company is also available on the website in a user friendly manner and downloadable form. Further, shareholders can register their Email Ids with the Company so that requisite information, as per the requirements of the Companies Act, can be sent to them, swiftly.

Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Auditor's Report and other information is circulated to members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report

INFORMATION TO SHAREHOLDERS**DATE, TIME AND VENUE OF THE 15TH (FIFTEEN) ANNUAL GENERAL MEETING**

Fifteen Annual General Meeting of the V2 RETAIL LIMITED will be held on Friday, 30th September, 2016 at Khasra No. 1138, Shani Bazar Chowk, Rajokari, New Delhi - 110 038 AT 10.00 A.M.

Financial Year:

The Financial year of the Company shall commence from April 1, 2015 and ends on March 31, 2016.

For the Financial year ended on March 31, 2016 the results were announced on:-

First Quarter ended June 30, 2015	:	31.07.2015
Second Quarter ended September 30, 2015	:	29.10.2015
Third Quarter ended December 31, 2015	:	05.02.2016
Fourth Quarter ended March 31, 2016	:	27.05.2016

* The Company has announced audited result on May 27, 2016. The same has been published in Mint and Naya India on May 30, 2016.

For the Financial year ending on March 31, 2016 the audited results will be announced as per the time schedule prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 within 60 days of the end of the financial year (annual) and quarterly results will be approved and published within 45 days of end of quarter.

Dividend

Keeping in view the Expansion of Existing Business, the board of directors does not recommend any dividend for the financial year ending March 31, 2016.

Date of Book Closure

The Date of Book closure will be 22nd September 2016 to 30th September 2016 both days inclusive.

Market Price Data

The share price of the Company at NSE & BSE is mentioned below:

Sl. No.	Month	BSE	
		High	Low
1	Apr, 15	42.55	34.00
2	May, 15	39.00	31.70
3	Jun, 15	51.00	34.00
4	Jul, 15	81.20	44.00
5	Aug, 15	89.25	57.10
6	Sep, 15	73.90	54.00
7	Oct, 15	83.20	58.15
8	Nov, 15	67.80	56.00
9	Dec, 15	75.25	62.40
10	Jan, 16	69.60	43.00
11	Feb, 16	61.70	41.50
12	Mar, 16	53.00	42.00

Sl. No.	Month	NSE	
		High	Low
1	Apr, 15	42.9	33.95
2	May, 15	40.3	32.05
3	Jun, 15	50.95	33.1
4	Jul, 15	81.25	43
5	Aug, 15	89	72.6
6	Sep, 15	74.8	52.5
7	Oct, 15	83.8	59.1
8	Nov, 15	67.9	50.5
9	Dec, 15	75.4	61.2
10	Jan, 16	69.7	43.3
11	Feb, 16	61	41.5
12	Mar, 16	53	43

Listing on Stock Exchanges

The Equity Shares of the Company are listed on the following Stock Exchanges across India:

Bombay Stock Exchange Limited - Mumbai
National Stock Exchange of India Limited - Mumbai

Stock Exchange Code (Security Code or Symbol)

Bombay Stock Exchange Limited : 532867
National Stock Exchange of India Limited : V2RETAIL

Listing fees

Listing Fees as prescribed has been paid fully to all the Stock Exchanges where the shares of the Company are listed.

Details of Public Funding obtained in last Three years:

The Company has not received any public funding in the last three years except issue of warrant to M/s Bennett Coleman and Co. Ltd. for a total consideration of Rs. 32,50,00,000/- (Rs. Thirty two crores fifty Lacs only) and received Rs. 8,12,50,000/- (Rs. Eight crores twelve lacs fifty thousand only) as application money against the share warrant.

Dematerialization of Shares

The equity shares of your company are under compulsory dematerialization mode as on March 31, 2016. The ISIN for the Equity Shares of the Company is INE945H01013.

99.36% of shares of the Company are dematerialized as on March 31, 2016. Trading in Equity shares of the company is permitted only in demat mode.

The Equity shares of your company are regularly traded on 31st March 2016.

	BSE	NSE
Total Traded		
Quantity	1,07,55,673	2,86,03,757
Turnover (Amount in Lakhs)	6,854.76	18,294.76

Source: BSE & NSE website

Outstanding GDRs / ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on equity:

Not Applicable

SHARE TRANSFER AGENTS:

Link Intime India Private Limited
(formerly known as Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound, L. B. S Marg,
Bhandup (West), Mumbai - 400 078
Telephone No. : 022-25963838
Fax No. : 022-25946969
Email: delhi@linkintime.co.in

Distribution of Shareholding As on March 31, 2016

Share holding of Shares	Share Holders	Share		
		Number	% to total	% to total
(1)	(2)	(3)	(4)	(5)
Upto 500	16685	87.23	1714070	6.89
501-1000	1166	6.10	957045	3.85
1001-2000	587	3.07	897641	3.61
2001-3000	214	1.12	546670	2.20
3001-4000	101	0.53	363380	1.46
4001-5000	97	0.51	448239	1.80
5001-10000	135	0.71	972249	3.91
10001 and above	143	0.75	18988325	76.30
Total	19,128	100.00	2,48,87,619	100.00

Shareholding Pattern as on March 31, 2016

Category of Shareholders	No. of Shares	% of total shares	Number of shares pledged
Promoters	1,52,99,621	61.47	1,23,77,194
Foreign Institutional Investors	00	00.00	00
Financial Institutions/ Banks	26,244	0.11	00
Mutual Funds	00	00.00	00
Venture Capital	00	00.00	0
Insurance	00	00.00	00
Body Corporate	00	00.00	00
Individuals	74,43,116	29.91	00
Others	21,18,638	8.51	00
Total	24887619	100.00	1,23,77,194

Plant Location

The Company is in the process of identifying and setting up manufacturing facilities, however the Company has taken a premises in Manesar.

Address for Correspondence
Registered Office & Corporate Office

Khasra no. 928, Extended Lal Dora Abadi Village Kapashera, Tehsil Vasant Vihar New Delhi South West Delhi 110037 India.

On behalf of the Board of Directors
V2 Retail Limited

Ram Chandra Agarwal
(Chairman and Managing Director)
DIN:-00491885

B1-801, Lagoon Apartment, Ambience Island, Gurgaon- 122002, Haryana

To
The Members of
V2 Retail Limited,

We have examined the Compliance of conditions of Corporate Governance by V2 Retail Limited (the Company') for the year ended on March 31, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 pursuant to the Listing Agreement of the said company with stock exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor and expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the condition of Corporate Governance as stipulated in the provisions as specified in chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AKGVG & Associates
Chartered Accountant
FRN No.: 018598N

Sd/-
(Vimal Kumar Saini)
Partner
Membership No.: 515915

Place: New Delhi
Dated: 27th May, 2016

Independent Auditor's Report

To the Members of V2 Retail Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of V2 Retail Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

Subject to Para 4(a), (b), (c) and (d) below, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Basis for Qualified Opinion

- (a) Attention is invited to note 4 of these financial statements, included in capital reserve amounting to Rs.6,05,23,24,263/-, is Rs. 4,29,42,24,263/- arising out of transfer of asset and liabilities to the acquiring companies in earlier years for which necessary reconciliations/ information to the tune of Rs 3,72,24,324/- is not available with the company. Accordingly in absence of the same, we are unable to comment on the appropriateness of capital reserve including consequential impact, if any, arising out of the same on these financial statements.
- (b) Attention is invited to note 5 and 10 of the these financial statements, the Company has outstanding short-term borrowings at the year-end due to a lender which include overdue principal and interest for which necessary supporting documents for balance confirmation at the year end and relevant information with relation to rate of interest is not available with the Company. In the absence of the same, we are unable to comment on appropriateness of the same.
- (c) Attention is invited to note 14 of these financial statements, the Company has recognized Rs.2,54,43,19,725/- as deferred tax assets at the year-end for which it does not have virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized in accordance with the principles of Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. Had the company not recognized such deferred tax asset, impact on profit and loss account would have been decrease in profit during the year by Rs. 2,54,43,19,725/- and decrease in Reserves and Surplus by Rs. 2,54,43,19,725/-.
- (d) Attention is invited to note 37 of these financial statements, the Company has disclosed contingent liabilities on account of appeals with various statutory authorities at different levels amounting to Rs.48,37,86,442/- for which necessary information is not available with the Company to reliably ascertain estimated amount of such liabilities and consequential impact thereof on these financial statements in accordance with Accounting Standard-29-'Provisions, Contingent Liabilities and Contingent Assets' issued by the Institute of Chartered Accountants of India. Hence, we are unable to comment on the same.

5. Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in para 4(a), (b), (c) and (d), the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, and its Profit and loss and its cash flows for the year ended on that date.

6. Emphasis of Matter

Without qualifying our opinion, we draw attention to note 4 of these financial statements, wherein the Company has accumulated losses amounting to Rs. 5,14,71,49,900/- at the year-end which raises concern regarding going concern status of the Company. However, during the year, the company has earned profit after tax of Rs. 12,16,86,292/- and, having regard to improvement in the business conditions, increase in revenue from operations, cost rationalization measures adopted and opening of new stores by the Company, these financial statements have been prepared on a going concern basis and that no adjustments are required to the carrying value of assets and liabilities at the year-end. Our opinion is not modified in respect of this matter.

7. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that except for the possible effects of the matters described in Para 4(a), (b), (c) and (d):

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except to the instances mentioned in Para 4 above;
- (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) with respect to the adequacy of the internal financial control over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B" ; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.- Refer note 37 to the financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **AKGVG & Associates**
Chartered Accountants
Firm registration number: 018598N

Vimal Kumar Saini
Partner
Membership no.: 515915

Place: New Delhi
Date: 27th May 2016

Annexure - A to the Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including situation of fixed assets except quantitative details.
- (b) Fixed assets have not been physically verified by the management during the year but there is a regular programme of verifying them once in three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- (ii) The inventory, except goods-in-transit, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, Para 3(iii) (a), (b) and (c) of the Order is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the provisions of section 185 and 186 of the Companies Act 2013 are not applicable to the Company. Accordingly, paragraph 3(iv) of the Order are not applicable.
- (v) The Company has not accepted any deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of Company's products. Therefore provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of customs, Duty of excise, Value added tax, and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in a few cases. As explained to us, the Company did not have any dues on account of Cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of customs, Duty of excise, Value added tax, Central Sales Tax and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, other than the amounts reported below, there are no dues of Income tax, Sales tax, Service tax, Duty of customs, Duty of excise and Value added tax which have not been deposited by the Company with the appropriate authorities on account of any dispute.

Name of the Statute	State	Nature of the Dues	Period	Amounts (Rs.)	Forum where dispute is pending
Finance Act 1994	Central	Service Tax	2006-07 to 2010-11	3,02,08,391	Commissioner of Service Tax
The Rajasthan Value Added Tax Act 2003	Rajasthan	Sales Tax	2006-07	51,55,233	Assistant Commissioner of Sales Tax
	Rajasthan	Sales Tax	2007-08	1,00,00,000	Appellate Authority of Sales Tax
	Rajasthan	Sales Tax	2007-08	1,73,53,962	Joint Commissioner (Appeals) of Sales Tax
	Rajasthan	Sales Tax	2007-08	15,25,511	Assistant Commissioner of Sales Tax
	Rajasthan	Sales Tax	2009-10	50,000	Assistant Commissioner of Sales Tax
	Rajasthan	Sales Tax	2007-08	68,10,980	Deputy Commissioner, Jaipur of Sales Tax
The Uttar Pradesh Value Added Tax Act 2008	Uttar Pradesh	Sales Tax	2009-10	2,03,000	Joint Commissioner (Appeals) of Sales Tax
	Uttar Pradesh	Sales Tax	2009-10	22,42,668	Assistant Commissioner of Sales Tax
The West Bengal Value Added Tax Act 2003	West Bengal	Sales Tax	2008-09	22,66,00,000	Deputy Commissioner of Sales Tax
The Assam Value Added Tax Act 2003	Assam	Sales Tax	2010-11	7,20,420	Deputy Commissioner (Appeals) of Sales Tax
Total				30,08,70,165	

- (viii) According to the information and explanations given to us, the Company has defaulted in repayment of loans or borrowings to financial institution during the year.
- (ix) According to the information and explanations given by the management, the Company has neither raised any monies by way of initial public offer or further

public offer (including debt instruments) and term loans during the year nor did it have any such unutilized monies outstanding at the start of the year. Hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given by the management, we report that managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has made preferential allotment or private placement of its Equity shares during the year and requirement of the section 42 of the companies Act 2013 have been complied with and the amount raised have been used for the purpose for which the funds were raised.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act 2013.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For **AKGVG & Associates**
Chartered Accountants
Firm registration number: 018598N

Vimal Kumar Saini
Partner
Membership no.: 515915

Place: New Delhi
Date: 27th May 2016

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of V2 Retail Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the Institute of Chartered Accountants of India.

For **AKGVG & Associates**
Chartered Accountants
Firm registration number: 018598N

Vimal Kumar Saini
Partner
Membership no.: 515915

Place: New Delhi
Date: 27th May 2016

Balance sheet as at March 31, 2016

(Amount in Rs.)

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
I. Equity and liabilities			
(1) Shareholder's funds			
(a) Share capital	3	248,876,190	235,777,490
(b) Reserves and surplus	4	2,626,418,176	2,504,731,882
(c) Money received against Share Warrants		84,909,925	6,934,600
		2,960,204,291	2,747,443,972
(2) Non-current liabilities			
(a) Long-term borrowings	5	431,317,760	150,923,436
(b) Other long term liabilities	6	5,147,000	4,938,000
(c) Long term provisions	7	90,401,550	69,618,347
		526,866,310	225,479,783
(3) Current Liabilities			
(a) Trade payables	9	366,373,257	338,263,492
(b) Other current liabilities	10	633,372,970	730,705,895
(c) Short-term provisions	8	1,969,780	4,675,374
		1,001,716,007	1,073,644,761
Total		4,488,786,608	4,046,568,516
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	285,179,629	180,909,096
(ii) Intangible assets	12	4,377,705	1,602,252
(iii) Capital work-in-progress		39,254,592	11,592,320
(b) Non Current Investment	13	253,766,411	303,868,421
(c) Deferred tax assets (net)	14	2,544,319,725	2,624,188,029
(d) Long term loans and advances	15	111,212,143	22,819,865
(e) Other non-current assets	16	43,093,108	31,064,397
		3,281,203,313	3,176,044,380
(2) Current assets			
(a) Inventories	17	1,088,764,090	793,182,397
(b) Trade receivables	18	3,263,703	1,253,195
(c) Cash and cash equivalents	19	31,225,355	11,197,216
(d) Short-term loans and advances	20	84,112,017	64,716,728
(e) Other current assets	21	218,130	174,600
		1,207,583,295	870,524,136
Total		4,488,786,608	4,046,568,516
Summary of the significant accounting policies	2.1		

The accompanying notes are an internal part of the financial statements.

For and on behalf of the Board of Directors of V2 Retail Limited.

As per our report of even date
For AKGVG & Associates
Firm Registration No: 018598N
Chartered Accountants

Vimal Kumar Saini
Partner
Membership No: 515915

Place: Delhi
Date: 27-05-2016

Ram Chandra Agarwal
Managing Director
DIN 00491885

Varun Kumar Singh
Chief Financial Officer

Uma Agarwal
Director
DIN 00495945

Umesh Kumar
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM APRIL 2015 TO MARCH 2016

(Amount in Rs.)

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
Income			
Revenue from operations (gross)	22	3,336,813,340	2,983,220,635
Less sales tax / vat		137,401,120	115,543,949
Revenue from operations (net)		3,199,412,220	2,867,676,686
Other Income	23	25,248,562	25,182,463
Profit on Sale of Land		39,208,500	-
Total revenue (I)		3,263,869,282	2,892,859,149
Expenses:			
Purchase of traded goods	24	2,539,338,271	2,291,743,129
(increase)/decrease in inventories of traded finished goods	25	(295,581,698)	(237,978,486)
Employee benefit expense	26	229,660,867	183,486,981
Other expenses	27	411,551,574	353,008,085
Total (II)		2,884,969,014	2,590,259,711
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		378,900,268	302,599,438
Depreciation and amortization expense	28	44,070,371	20,878,941
Finance Costs	29	132,473,508	97,489,039
Profit/(Loss) before tax		202,356,389	184,231,458
Tax expenses			
- Current tax		-	-
- Income tax earlier years		-	-
- Deferred tax	14	79,868,301	86,918,390
Total tax expense		79,868,301	86,918,390
Profit (Loss) after tax and before prior period items		122,488,088	97,313,068
Prior period expenses	34	801,796	(199,832)
Net profit		121,686,292	97,512,900
Earnings per equity share [nominal value of share Rs. 10 (P.Y. Rs. 10)] before extraordinary items			
-Basic	30	3.34	4.31
-Diluted		2.40	3.84
Earnings per equity share [nominal value of share Rs. 10 (P.Y. Rs. 10)] after extraordinary items			
-Basic	30	4.93	4.31
-Diluted		3.54	3.84
The accompanying notes are an internal part of the financial statements.			

The accompanying notes are an internal part of the financial statements.

For and on behalf of the Board of Directors of V2 Retail Limited.

As per our report of even date
For AKGVG & Associates
Firm Registration No: 018598N
Chartered Accountants

Vimal Kumar Saini
Partner
Membership No: 515915

Place: Delhi
Date: 27-05-2016

Ram Chandra Agarwal
Managing Director
DIN 00491885

Varun Kumar Singh
Chief Financial Officer

Uma Agarwal
Director
DIN 00495945

Umesh Kumar
Company Secretary

Cash Flow Statement for the year ended MARCH 31, 2016

(Amount in Rs.)

Particulars	As at 31st March 2016	As at 31st March 2015
A. Cash flow from operating activities		
profit before tax but after prior period items	201,554,595	184,431,290
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortization	44,070,371	20,878,941
Profit on sale of Non Current Investments	(39,208,500)	-
Interest income	(706,810)	(1,471,094)
Investment written off	-	56,280
Finance charges	111,236,456	96,145,988
Operating profit before working capital changes	316,946,112	300,041,405
Movements in working capital :		
Increase/(decrease) in trade payables	28,109,765	63,191,849
Increase/(decrease) in long-term provisions	20,783,203	23,074,562
Increase/(decrease) in short-term provisions	(2,705,594)	329,524
Increase/(decrease) in other current liabilities	(97,332,925)	218,431,459
Increase/(decrease) in other long-term liabilities	209,000	23,000
decrease/(Increase) in trade receivables	(2,010,509)	(1,018,008)
decrease/(Increase) in inventories	(295,581,698)	(237,978,486)
decrease/(Increase) in long-term loans and advances	(88,392,278)	(5,575,100)
decrease/(Increase) in short-term loans and advances	(19,395,289)	(22,760,017)
decrease/(Increase) in other current assets	(43,530)	(44,009)
decrease/(Increase) in other non-current assets	(12,889,037)	17,547,777
Cash generated from operations	(152,302,780)	355,263,956
Direct Taxes (paid)/ refund	-	-
Net cash flow from operating activities (A)	(152,302,780)	355,263,956
B. Cash flow from investing activities		
Purchase of Fixed Assets, including intangible assets, CWIP and capital advances	(171,168,119)	(63,192,108)
Proceeds from sale of fixed assets	81,700,000	-
Interest received	706,810	1,471,094
Decrease/(Increase) in pledged fixed deposits	860,326	43,649
Net cash flow used in investing activities (B)	(87,900,983)	(61,677,365)
C. Cash flow from financing activities		
Proceeds from issue of equity share capital (net of expenses on issue of shares)	91,074,025	18,723,400
Change in Capital Reserve due to slump sale in previous year	-	-
Receipt/(Repayment) of long term borrowings	280,394,333	(226,263,487)
Finance charges	(111,236,456)	(96,145,988)
Net cash flow from/(used in) financing activities (C)	260,231,902	(303,686,075)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	20,028,139	(10,099,484)
Cash and cash equivalents at the beginning of the year	11,197,216	21,296,700
Cash and cash equivalents at the end of the year	31,225,355	11,197,216

Notes :

- The Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India

Cash and cash equivalents

	March 31'2016(Rs.)	March 31'2015(Rs.)
Cash in hand	9,438,030	7,704,224
Balance with		
On current accounts	20,926,642	2,793,296
Others	860,683	696,696
	31,225,355	11,197,216

The accompanying notes are an internal part of the financial statements.

For and on behalf of the Board of Directors of V2 Retail Limited.

As per our report of even date
For AKGVG & Associates
Firm Registration No: 018598N
Chartered Accountants

Vimal Kumar Saini
Partner
Membership No: 515915

Ram Chandra Agarwal
Managing Director
DIN 00491885

Uma Agarwal
Director
DIN 00495945

Place: Delhi
Date: 27-05-2016

Varun Kumar Singh
Chief Financial Officer

Umesh Kumar
Company Secretary

1. Corporate information

V2 Retail Limited formerly known as Vishal Retail Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange and National Stock Exchange. The Company is primarily engaged in the business of retail i.e. sales of garments, textiles, accessories and consumer durables products in India.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below:

2.1 Summary of significant accounting policies

a) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based on the management's best knowledge of current events, actions and uncertainty about these assumptions, estimates could result in the outcomes requiring a material adjustment on the carrying amounts of assets or liabilities in future Periods.

b) Tangible fixed assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

c) Depreciation on tangible fixed assets

Depreciation on tangible fixed assets is provided on estimated useful life as specified in Schedule II of the Companies Act, 2013.

Assets	Useful Life (Yrs.)
Air Conditioner	15
Computer	3
COMPUTER SOFTWARE	3
Electrical Fittings	10
Furniture & Fixtures	8
GENSET	15
Motor Vehicles	8
Motor Cycle	10
Office Equipments	5
Plant & Machinery	15
Server & Networking	6

d) Intangible assets

Intangible Assets (Computer software) are stated at their cost of acquisition, less accumulated amortization and impairment loss thereon. An intangible asset is recognized where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured.

The company uses the life of the Computer software as stated in Schedule-II.

e) Leases

Lease arrangements where the risk & rewards incidental to ownership of assets substantially vest with the Lessor, are recognized as Operating Leases. Lease rental under operating leases are recognized in the profit/ loss account as per terms & conditions of the Lease Agreements

Where the company is the lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the company is the lessor

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

f) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective qualifying asset as defined in Accounting Standard-16. All other borrowing costs are expensed in the period they occur.

g) Impairment of tangible and intangible assets

- i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
- iii. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

h) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Investment property

An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on building component of investment property is calculated on a Written Down Value prescribed under the Schedule II to the Companies Act, 2013. The company has used the depreciation rate of 4.87%.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i) Inventories

The Company has only trading Goods in its Inventory which is valued at lower of cost and net realizable value. Cost of inventory comprises of cost of purchases and other costs incurred in bringing the inventories to their present condition and location. Cost is determined by the weighted average cost method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

j) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Income from services

Revenues from Rent and Display activities are recognized as and when services are rendered. The company collects service tax on behalf of the government and therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

k) Foreign Currency Transactions

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Monetary items denominated in foreign currencies at the year-end are translated at the exchange rates prevailing on the date of the Balance Sheet. Non-monetary items denominated in foreign currencies are carried at cost.

Any income or expense on account of exchange differences either on settlement or on translation of transactions is recognized in the Profit and Loss Account.

l) Retirement and other employee Benefits**Short term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as Short term employee benefits. Benefits such as salaries, wages, and bonus etc are recognized in the Profit and Loss Account in the period in which the employee renders the related service.

Long term employee benefits:

- **Defined contribution plans:**

The Contributions for Provident Funds & E.S.I.C. are deposited with the appropriate government authorities and are recognized in the Profit & Loss Account in the financial year to which they relate and there is no further obligation in this regard.

- **Defined Benefit Plans:**

The Company provides for retirement benefits in the form of Gratuity. The Company's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under the defined benefit plans, is based on the market yields on Government securities as at the valuation date having maturity periods approximating to the terms of the related obligations. Actuarial gains and losses are recognized immediately in the Profit and Loss Account.

- **Other long term employee benefits :**

Benefits under the Company's leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the year end. Actuarial gain and losses are recognized immediately in the Profit and Loss Account.

m) **Income Taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

n) **Segment Reporting**

The Company is engaged in the business of retail trade of garments, textiles and accessories in India and there are no separate reportable segments as per AS-17 "Segment reporting" notified by Companies (Accounting Standards) Rules, 2006.

o) **Earnings per share**

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) **Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

q) **Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

r) **Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3. Share Capital

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Authorised Share Capital		
Equity share capital		
40,000,000 (Previous Year : 30,000,000) equity shares of Rs. 10/- each	400,000,000	300,000,000
Preference Share Capital		
400,000 (Previous Year : 400,000) preference shares of Rs. 146/- each	58,400,000	58,400,000
	458,400,000	358,400,000
Issued, subscribed & fully paid up		
24,887,619 (Previous Year : 23,577,749) Equity Shares of Rs. 10/- each, fully paid up	248,876,190	235,777,490
Money received against Share Warrants	84,909,925	6,934,600
Total	333,786,115	242,712,090

a. Reconciliation of the shares outstanding at the beginning and end of the reporting period

Particulars	As at 31-Mar-2016		As at 31-Mar-2015	
	Numbers	Amount	Numbers	Amount
At the beginning of the period	23,577,749	235,777,490	22,398,869	223,988,690
Issued during the year	1,309,870	13,098,700	1,178,880	11,788,800
Outstanding at the end of period	24,887,619	248,876,190	23,577,749	235,777,490

b. Terms / rights attached to equity shares / warrants

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The Board of Directors of the Company has not declared any dividend during the reporting period. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% shares in the Company

Equity Shares of Rs. 10 each fully paid	As at 31-Mar-2016		As at 31-Mar-2015	
	Numbers	% holding	Numbers	% holding
Unicon Marketing Private Limited	5,444,710	21.877	5,444,710	23.093
Ricon Commodities Private Limited	4,940,000	19.849	4,940,000	20.952
Akash Agarwal	2,488,750	10.000	1,178,880	5.000

4. Reserve & Surplus

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Securities Premium		
Balance as per last financial statements	1,713,495,845	1,713,495,845
Add: Addition during the year	-	-
Closing Balance	1,713,495,845	1,713,495,845
Capital Reserve		
Balance as per last financial statements	6,060,072,231	6,060,072,231
Add: Addition during the year	-	-
Closing Balance	6,060,072,231	6,060,072,231
Surplus/(deficit) in the statement of profit & loss		
Balance as per last financial statement	(5,268,836,193)	(5,366,349,094)
Add: Loss for the period	121,686,293	97,512,900
Closing Balance	(5,147,149,900)	(5,268,836,192)
Total	2,626,418,176	2,504,731,882

5. Long Term Borrowings

Particulars	Non-Current Portion		Current Portion	
	As at 31-Mar-2016 (Rs.)	As at 31-Mar-2015 (Rs.)	As at 31-Mar-2016 (Rs.)	As at 31-Mar-2015 (Rs.)
Term Loan				
From Financial Institutions	-	-	553,093,777	537,154,363
Deposits (Unsecured)				
Inter-corporate deposits	430,976,324	149,700,000	-	-
From Directors	341,436	1,223,436	-	-
	431,317,760	150,923,436	-	-
Total	431,317,760	150,923,436	553,093,777	537,154,363
The above amount includes				
Secured borrowings	-	-	553,093,777	537,154,363
Unsecured Borrowings	431,317,760	150,923,436	-	-
Amount Disclosed under the head				
"other current liabilities" (note 10)				
Total	431,317,760	150,923,436	553,093,777	537,154,363

Securities furnished in respect of long term borrowings taken by the Company

A. State Bank of India & Pegasus Assets Reconstruction Pvt. Ltd.

There is no outstanding loan from State Bank of India the charges mentioned herein below are to be removed from MCA

The loan originally taken from HSBC Bank Limited has been assigned to Pegasus Assets Reconstruction Pvt. Ltd.

First charge on paripassu basis on all the movable and immovable assets of the Company as on the transfer date.

First paripassu charge by way of equitable mortgage of property in the name of Vishal Water World Pvt. Ltd. situated at Kouchapukur, PO Hatgachia, dist 24 Parganas (West Bengal)

First paripassu charge by way of equitable mortgage of property in the name of VRL situated at Krishna nagar Village, Taluq Hubli, District Dharwad.

First paripassu charge by way of equitable mortgage of property in the name of VRL situated at PJE Plaza, deg No.77-78,81,82 Khasra B no.655-11-5-12, Mauza –Kyenjara, VIP road, Kolkata (except ground floor)

Personal Guarantee of Mr. Ram Chandra Agarwal and Mrs. Uma Agarwal

Corporate Guarantee of Vishal Water World Pvt. Limited

Pledge of 100% of existing promoters' shareholding in the Company or 51% of the Company's paid up capital whichever is lower.

B. Bank of India, ING Vysya Bank and UCO Bank

There is no outstanding loan from Bank of India, ING Vysya Bank & UCO Bank the charges mentioned herein below are to be removed from MCA

Exclusive charge with Bank of India of property at industrial land Khata no.329, Khasra No. 122/43 Mouza Central Hope town, (Saelakui), Paragna Pachwodonon, Tehsil Vikas Nagar, District Dehradun (Note: this is a small piece of land measuring 0.57 acres)

Subservient charge on Current Assets

Personal Guarantee of Mr. Ram Chandra Agarwal and Mrs. Uma Agarwal.

Pledge of 953,770 shares of VRL.

Corporate Guarantee of Unicorn Marketing Private Limited.(Liability limited to the extent of shares pledged(7,70,000 shares of VRL)

Post dated Cheques for Principal Amount + FITL

Pledge of 100% of existing promoters' shareholding in the Company or 51% of the Company's paid up capital whichever is lower.

6. Other Long Term Liabilities

Particulars	Non Current Portion	
	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Security Deposit *	5,147,000	4,938,000
	5,147,000	4,938,000

*The above amount includes security deposit received against renting of showroom at VIP Road, Kolkata Rs.48,00,000 (previous year 48,00,000) and security deposit received from shop-in-shop vendors of Rs. 347,000 (previous Year 138,000)

7. Long Term Provisions

Particulars	Non Current Portion	
	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Provision for employee benefits	5,080,048	3,417,548
Provision for Gratuity	2,019,708	1,462,633
Provision for Leave Encashment		
Other Provisions	83,301,794	64,738,166
Lease Equalization Reserve		
	90,401,550	69,618,347

8. Short Term Provisions

Particulars	Current Portion	
	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Provision for employee benefits		
Provision for Gratuity	740,215	59,894
Provision for Leave Encashment	1,229,565	893,592
Other provisions		
Provision for litigations	-	3,721,888
Provision for Diminution in Investment in Subsidiary Companies	-	-
Total	1,969,780	4,675,374

9. Trade Payables

Particulars	Current Portion	
	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Trade Payables (refer note 37 for details of dues to micro and small enterprises)	366,373,257	338,263,492
Total	366,373,257	338,263,492

10. Other Current Liabilitiesm Provisions

Particulars	Current Portion	
	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Current maturities of long-term borrowings (refer note – 5)	544,211,170	537,154,363
Interest accrued and due on borrowings	8,882,607	5,020,087
Salary & Bonus Payable	20,220,068	13,761,700
Other Statutory Liabilities	2,856,541	6,506,322
Advance Against Sale of Property	5,500,000	5,000,000
Over Drawn Current Accounts	16,202,369	138,447,315
Sundry Creditors for Fixed Assets	24,667,099	13,925,779
Others	10,823,117	10,890,329
Total	633,372,970	730,705,895

11. Tangible Assets

Particulars	Free Hold Land	Lease Hold Buildings	Buildings	Plant & Machinery	Generator Set	Furniture & Fixture	Electrical Equipments & Fittings	Office Equipments	Air Conditioner	Computer	Motor Vehicles	Total
Cost or valuation												
At 1 April 2014	107,995,114	4,437,718	228,790,673	2,678,524	16,738,917	80,316,667	29,042,108	1,310,310	28,649,658	21,856,659	2,260,360	187,290,921
Additions	-	234,407	-	815,406	1,344,500	38,098,892	2,249,363	1,037,471	2,360,101	5,861,248	48,000	52,049,388
At 31 March 2015	107,995,114	4,672,125	228,790,673	3,493,930	18,083,417	118,415,559	31,291,471	2,347,781	31,009,759	27,717,907	2,308,360	239,340,309
Additions				2,080,623	4,214,998	51,083,279	36,319,270	5,918,213	12,529,353	24,268,471	2,162,251	138,576,458
Disposals / Regrouping	42,491,500											-
At 31 March 2016	65,503,614	4,672,125	228,790,673	5,574,553	22,298,415	169,498,838	67,610,741	8,265,994	43,539,112	51,986,378	4,470,611	377,916,767
Depreciation												
At 1 April 2014	-	1,043,022	64,517,251	746,502	3,298,744	20,004,594	5,387,961	403,966	5,471,998	9,276,241	1,306,507	46,939,535
Charge for the year	-	855,162	8,000,116	(148,549)	(558,378)	5,653,228	1,487,213	550,131	(865,115)	4,783,724	(265,738)	11,491,678
At 31 March 2015	-	1,898,184	72,517,367	597,953	2,740,366	25,657,822	6,875,174	954,097	4,606,883	14,059,965	1,040,769	58,431,213
Charge for the Period ending March 2016	-	554,891	7,610,510	257,598	1,233,272	16,633,671	3,978,556	871,513	2,283,556	8,095,356	397,512	34,305,925
At 31 March 2016	-	2,453,075	80,127,877	855,551	3,973,638	42,291,493	10,853,730	1,825,610	6,890,439	22,155,321	1,438,281	92,737,138
Net Block												
At 31 March 2015	107,995,114	2,773,941	156,273,306	2,895,977	15,343,051	92,757,737	24,416,297	1,393,684	26,402,876	13,657,942	1,267,591	180,909,096
At 31 March 2016	65,503,614	2,219,050	148,662,796	4,719,002	18,324,777	127,207,345	56,757,011	6,440,384	36,648,673	29,831,057	3,032,330	285,179,629

12. Intangible Assets

Particulars	Computer Software	Total
Gross Block		
At 31 March 2014	7,047,253	7,047,253
Additions \ purchases during the year	-	-
Internal development	-	-
Adjustments/Sold during the year	-	-
At 31 March 2015	7,047,253	7,047,253
Additions \ purchases during the year	4,929,389	4,929,389
Internal development	-	-
Adjustments/Sold during the year		
At 31 March 2016	11,976,642	11,976,642
Amortization		
At 31 March 2014	4,057,854	4,057,854
Charge for the year	1,387,147	1,387,147
Adjustments/Sold during the year		
At 31 March 2015	5,445,001	5,445,001
Charge for the year	2,153,936	2,153,936
Other Adjustments during the year	-	-
At 31 March 2016	7,598,937	7,598,937
Net block		
At 31 March 2015	1,602,252	1,602,252
At 31 March 2016	4,377,705	4,377,705

* Due to change in method of depreciation from "Written Down Method" to "Straight Line Method"

13. Non Current Investments

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Investment property (at cost less accumulated depreciation)		
Investments in Land & Building which are not used for the operations of Company	294,294,288	336,785,788
Less: Accumulated depreciation	80,127,877	72,517,367
Net Block of investment property	214,166,411	264,268,421
Long Term Non trade Investment (valued at cost unless stated otherwise)		
Unquoted Equity Instruments		
There are no restrictions on the right of ownership, reliasability of investments or the remittance of income and proceeds of disposal.		
The Company earned an interest @ 0.50% P.A. on Compulsory Convertible Debentures		
Investment in Debentures		
Compulsory Convertible Debentures (CCD) of TPG Wholesale Pvt. Ltd. at a coupon rate of .5% per annum, all CCD shall be mandatorily convertible into equity shares of TPG immediately prior to TPG IPO or upon completion of 10 years from issuance of CCD whichever is earlier	39,600,000	39,600,000
	39,600,000	39,600,000
	253,766,411	303,868,421

Investment property given as security

Investment property with a carrying amount of Rs. 214,166,411 (P.Y. Rs. 264,268,421) are subject to first charge to secure the companies term loan taken from bankers and financial institutions as detailed in securities furnished in respect of loans taken by the company

14. Deferred Tax Assets

In accordance with Accounting Standard 22 on 'Accounting for Taxes on Income' the net decrease in deferred tax asset of 79,868,303 for the current year has been recognized in the profit & loss account. The tax effect of significant timing differences as at 31st March, 2015 that reverse in one or more subsequent years gave rise to the following net deferred tax assets as at March 31, 2016.

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Increase in Deferred Tax Liabilities		
On Account of Depreciation	3,766,059	5,200,035
Profit for the Current Period	84,253,834	88,430,859
Impact of change in rate of Tax on B/F Losses	-	-
Total Increase in Deferred Tax Liabilities	88,019,893	93,630,894
Increase in Deferred Tax Assets		
Provision for Gratuity	760,128	609,266
Provision for Leave Encashment	289,749	244,558
Provision for Diminution in Investment in Subsidiary	-	(648,900)
Lease Equalization Reserve	6,022,969	6,739,632
Bonus	1,078,744	32,047
Adjustment of Previous year loss	-	-
Depreciation Adjustment	-	(258,257)
Reversal of DTL on assets whose useful life expired	-	(5842)
Total Increase in Deferred Tax Assets	8,151,590	6,712,504
Net Deferred Tax Assets / (Liabilities) for the Year	79,868,303	(86,918,390)
Opening Deferred Tax Assets/ (Liabilities)	2,624,188,029	2,711,106,419
Closing Deferred Tax Assets/ (Liabilities)	2,544,319,726	2,624,188,029

15. Long term Loans & Advances

Particulars	Current Portion	
	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Unsecured Advances, considered good		
Security Deposit towards premises taken on Lease and others	29,962,143	22,819,865
LC-Margin	81,250,000	-
Total	111,212,143	22,819,865

16. Other Non Current Assets

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
A) Secured, considered good		
Fixed deposit with banks (held as Margin Money with Banks towards Bank Guarantees)	6,704,071	7,564,397
B) Secured, considered good		
Advance with Provident Fund Department	-	-
Advance with Service Tax Department	7,500,000	7,500,000
Advance paid against dispute	7,889,037	
Advance with Income Tax Department	21,000,000	16,000,000
	43,093,108	31,064,397

17. Inventories (Valued at lower of Cost or Net Realizable Value)

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Traded goods	1,088,764,095	793,182,397
Total	1,088,764,095	793,182,397

18. Trade Receivables (Unsecured considered good unless otherwise stated)

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Receivables outstanding for a period exceeding six months from the date the are due for payment		
Other receivables		
-Considered good	3,263,703	1,253,195
Total	3,263,703	1,253,195

19. Cash & Cash Equivalents

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Cash and cash equivalents		
Balances with banks in:		
- Current accounts	20,926,642	2,793,296
Credit Card Receivables	860,683	696,696
Cash on hand	9,438,030	7,707,224
Total	31,225,355	11,197,216

20. Short term Loans & Advances

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Advances recoverable in cash or in kind or for value to be received	64,873,946	36,949,445
Advance income-tax (net of provision for taxation)	10,592,235	8,590,499
Balances with statutory / government authorities	8,645,836	19,176,784
	84,112,017	64,716,728

21. Other Current Assets

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Interest accrued on investment	218,130	174,600
	218,130	174,600

22. Revenue from Operations

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Revenue from operations (net of VAT)		
Sale of Products		
Traded Goods	3,330,735,600	2,977,656,740
Other operating revenue		
Scrap Sales	6,077,740	5,563,895
Revenue from operations (gross)	3,336,813,340	2,983,220,635
Less Sales Tax / VAT	137,401,120	115,543,949
Revenue from operations (Net)	3,199,412,220	2,867,676,686
Details of product goods sold (net of VAT)		
Apparels	2,891,238,069	2,462,063,616
Non Apparels	302,405,496	400,166,340
Others	5,768,655	5,446,730
Revenue from operations (Net)	3,199,412,220	2,867,676,686

23. Other Incomes

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Interest Income On		
-Bank Deposits	502,778	646,168
-Others	204,032	824,928
Display income	5,221,752	4,031,367
Net gain on sale of non current investments	39,208,500	
Rental Income	19,320,000	19,680,000
	64,457,062	25,182,463

*Interest income on others includes interest on Compulsory convertible debentures issued by TPG Wholesale Private Limited of Rs. 1,94,001/- (Previous year Rs. 194001/-)

24. Details of purchase of traded goods

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Purchase of traded goods	2,539,338,271	2,291,743,129
	2,539,338,271	2,291,743,129

25. Increase / Decrease in Inventory

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Inventories at the end of the year		
Traded goods	1,088,764,095	793,182,397
	1,088,764,095	793,182,397
Inventories at the beginning of the year		
Traded goods	793,182,397	555,203,911
	793,182,397	555,203,911
Net (Increase) / Decrease in inventory of traded goods	(295,581,698)	(237,978,486)

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Details of traded goods purchased		
Apparels	2,402,632,978	1,960,877,976
Non Apparels	136,705,293	330,865,153
Fast-moving consumer goods	-	-
	2,539,338,271	2,291,743,129

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Details of inventory at the end of the year		
Apparels	1,027,194,257	661,980,710
Non Apparels	61,569,838	131,201,687
Others	-	-
	1,088,764,095	793,182,397

26. Employee Benefit Expense

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Salary, wages & bonus	204,345,175	165,525,134
Directors' Remuneration	2,400,000	
Gratuity expenses	2,342,821	1,907,613
Contribution to Provident & other funds	15,829,538	11,576,193
Staff welfare expenses	4,743,333	4,478,041
Total in employee benefit expense	229,660,867	183,486,981

27. Other Expenses

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
A. Administrative & Other Expenses		
Power & fuel Expenses	52,704,483	50,384,097
Rent	174,167,300	141,487,923
Repairs & maintenance-	-	-
- Building	2,389,375	1,813,260
- Plant & machinery	1,093,064	114,642
- Others	15,918,696	9,501,659
Insurance charges	649,684	487,373
Rates & taxes	4,676,865	4,862,615
Bank charges	4,385,490	5,834,272
Cash collection charges	2,284,694	2,563,380
Legal & professional fess	11,471,603	6,312,628
Motor Vehicle Expenses	1,028,928	796,670
Printing & stationery	3,618,444	3,868,734
Security expenses	3,140,247	1,784,775
Housekeeping expenses	1,390,867	1,349,276
Communication costs	4,580,963	3,411,728
Travelling & conveyance	9,328,599	7,815,240
Other Expenses	269,437	3,921,747
Payment to auditors (refer details below)	1,260,610	955,060
Directors' sitting fee	355,373	364,046
Credit Cards Charges	5,111,744	4,410,439
Investment in Subsidiaries Written Off		56,280
E-Commerce Expenses	705,070	
	300,531,536	252,095,844

B. Selling & Distribution Expenses

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Advertisement & Sales Promotion	26,206,358	25,652,919
Commission charges	44,215	190,474
Transportation charges	43,218,157	41,205,855
Packing materials & expenses	41,551,308	33,862,993
	111,020,038	100,912,241
Total of other expenses	411,551,574	353,008,085

Payment to Auditors

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Audit Fee	1,260,610	955,060
Other Matters	-	-
Out of Pocket Expenses	-	-
Total of other expenses	1,260,610	955,060

28. Depreciation and Amortization Expenses

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Depreciation of tangible assets	41,916,435	19,491,794
Amortization of Intangible assets	2,153,936	1,387,147
	44,070,371	20,878,941

29. Finance Cost

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Interest on Term Loans	88,756,807	80,231,875
Interest on Unsecured Loans	22,479,649	15,914,113
Interest on Working Capital Loans	21,237,052	1,343,051
Total	132,473,508	97,489,039

30. Earnings Per Share

The following reflects the profit / (loss) and share data used in the basic and diluted EPS computation

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
Total Operations for the year		
Profit/(loss) after tax	121,686,293	97,512,902
Net Profit/(loss) for calculation of the basic EPS	121,686,293	97,512,902
Net Profit/(loss)	121,686,293	97,512,902
Net Profit/(loss) before Extra-ordinary items	82,477,793	97,512,902
Weighted average number of equity shares in calculating EPS	24,694,359	22,624,956
Convertible Share Warrant pending for conversion	9,666,898	2,773,840
Basic EPS after Extra-ordinary Items	4.93	4.31
Basic EPS before Extra-ordinary Items	3.34	4.31
Diluted EPS after Extra-ordinary Items	3.54	3.84
Diluted EPS before Extra-ordinary Items	2.40	3.84

31. Employee benefits
a) Defined contribution plans

The Company's employee provident fund scheme are defined contribution plan amounting to Rs.15,829,538/- (previous year Rs. 11,576,193/-) towards employee provident fund has been recognized as an expense in relation to the scheme and is included in employee benefits in the Statement of Profit and Loss.

b) Defined benefit plans
(i) General description of defined benefit plan:
Gratuity plan

The Company operates a gratuity plan wherein every employee is entitled to a benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vests after five years of continuous service. Gratuity benefits valued were in accordance with the payment of Gratuity Act, 1972.

(ii) The changes in the present value of obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2016	31 March 2015
Present value of obligation as at the beginning of the year	3,477,442	1,599,599
Interest cost	271,240	145,564
Current service cost	2,085,444	1,456,097
Benefits paid	-	(29,770)
Actuarial (gain)/ loss on obligation	(13,863)	305,952
Present value of obligation as at the end of year	5,820,263	3,477,442

(iii) The amounts recognised in Balance Sheet are as follows:

Particulars	31 March 2016	31 March 2015
Present value of obligation as at the end of the year	5,820,263	3,477,442
Less: Fair value of plan assets as at the end of the year	-	-
Net liability recognized in Balance Sheet*	5,820,263	3,477,442

* The liability in respect of gratuity has been classified into non-current portion Rs. 5,080,048/- (previous year Rs. 3,417,548/-) and current portion Rs. 740,215/- (previous year Rs. 59,894/-).

(iv) The amounts recognised in Statement of Profit and Loss are as follows:

Particulars	31 March 2016	31 March 2015
Current service cost	2,085,444	1,456,097
Interest cost	271,240	145,564
Expected return on plan assets	-	-
Net actuarial (gain)/ loss recognized in the year	(13,863)	305,952
Expenses recognized in the Statement of Profit and Loss	2,342,821	1,907,613

(v) Principal actuarial assumptions at the Balance Sheet date are as follows

Particulars	31 March 2016	31 March 2015
Discount rate	7.70% p.a.	7.80% p.a.
Salary growth rate	10% p.a.	10% p.a.

Particulars	31 March 2016	31 March 2015
Retirement age	58 years	58 years
Mortality	IAL	IAL
	2006-08	2006-08

(vi) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the prevailing market yield of government bonds as at the Balance Sheet date for the estimated term of the obligation and the estimates of future salary increases considered taking into account the inflation, seniority, promotion and other relevant factors.

(vii) Experience on actuarial gain/ (loss) for Projected benefit obligation and plan assets:

Particulars	31 March 2016	31 March 2015	31 March 2014
Present value of obligation as at the end of year	5,820,263	34,77,442	15,99,599
Fair value of plan assets	-	-	-
Net liability recognised in Balance Sheet	5,820,263	34,77,442	15,99,599

(c) Other long term benefit (Compensated absences)

The Company operates compensated absences plan, where in every employee is entitled to the benefit equivalent to 15 days leave salary for every completed year of service. The salary for calculation of earned leave is last drawn basic salary. The same is payable during the service, early retirement, withdrawal of scheme, resignation by employee and upon death of employee.

An actuarial valuation of compensated absences has been carried out by an independent actuary on the basis of the following assumptions:

(i) The changes in the present value of obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2016	31 March 2015
Present value of obligation as at the beginning of the year	23,56,225	1,602,462
Interest cost	183,786	145,824
Current service cost	1,595,506	1,232,305
Benefits paid	(676,279)	(335,879)
Actuarial (gain)/ loss on obligation	(209,965)	(288,487)
Present value of obligation as at the end of year	3,249,273	23,56,225

(ii) The amounts recognised in Balance Sheet are as follows:

Particulars	31 March 2016	31 March 2015
Present value of obligation as at the end of the year	3,249,273	2,356,225
Less: Fair value of plan assets as at the end of the year	-	-
Net liability recognized in Balance Sheet*	3,249,273	2,356,225

* The liability in respect of leave encashment has been classified into non-current portion Rs. 2,019,708/- (previous year Rs. 1,462,633/-) and current portion Rs. 1,229,565/- (previous year Rs. 893,592/-).

(iii) The amounts recognised in Statement of Profit and Loss are as follows:

Particulars	31 March 2016	31 March 2015
Current service cost	1,595,506	1,232,305
Interest cost	183,786	145,824
Expected return on plan assets	-	-
Net actuarial (gain)/ loss recognized in the year	(209,965)	(288,487)
Expenses recognized in the Statement of Profit and Loss	1,569,327	1,089,642

(iv) Principal actuarial assumptions at the Balance Sheet date are as follows

Particulars	31 March 2016	31 March 2015
Discount rate	7.70% p.a.	7.80% p.a.
Salary growth rate	10% p.a.	10% p.a.

Particulars	31 March 2016	31 March 2015
Retirement age	58 years	58 years
Mortality	IAL	IAL
	2006-08	2006-08

(v) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the prevailing market yield of government bonds as at the Balance Sheet date for the estimated term of the obligation and the estimates of future salary increases considered taking into account the inflation, seniority, promotion and other relevant factors.

(vi) Experience on actuarial gain/ (loss) for Projected benefit obligation and plan assets:

Particulars	31 March 2016	31 March 2015	31 March 2014
Present value of obligation as at the end of year	3,249,273	2,356,225	1,602,462
Fair value of plan assets	-	-	-
Net liability recognised in Balance Sheet	3,249,273	2,356,225	1,602,462

31. Leases

The company has taken premises for showroom for 12 to 15 years lease/license period with lock in period of one to three year. The escalation clause is variable between 12% to 15% after every three years and the company generally takes three month rent free time from the date of possession given by the landlord.

Obligations on long term, non-cancellable operating leases.

The lease rentals charged during the year and maximum obligations on long term non-cancellable operating leases payable as per the rentals stated in the respective agreements.

Particular	As at 31-Mar-2016 (Rs.)	As at 31-Mar-2015 (Rs.)
A). Lease Rentals recognized during the year in Profit & Loss Account*	174,167,300	141,487,923
Obligations		
Within one year of the balance sheet date	127,078,064	142,601,348
Due in a period between one year and five years	565,660,817	655,556,510
Due after five years (as lease are cancellable by the Company after three to five years)	-	-

* Lease Rental recognized during the year includes Lease Rent Equalisation Reserve of Rs. 18,563,628/- P.Y. Rs. 2,07,72,482/-.

32. Related Party Disclosures:

The Disclosures are required by the Accounting Standard – 18 (Related Party Disclosure) are given below:

A. Names of related parties and related party relationship with whom transaction have

(a) Company in which Key Management Personnels or their relatives have control/ significant influence	Unicon Marketing Pvt. Ltd. Ricon Commodities Pvt. Ltd. Vishal Water World Pvt. Ltd. V2 Conglomerate Pvt. Ltd.
(b) Key managerial personnel (i) Directors (ii) Relative of key managerial personnel (ii) Other	Mr. Ram Chandra Agarwal (Director) Mrs. Uma Agarwal (Director) Mr. Akash Agarwal (Son of Director) Mr. Mansu Tandon (CEO) Mr. Varun Kumar Singh (CFO) Mr. Umesh Kumar (CS & Compliance Officer)

B. Summary of transactions with related party:

Particulars	Subsidiary companies		Enterprises in directors of the company are directors		Key managerial personnel		Relative of key managerial personnel	
	31-03-2016	31-03-2015	31-03-2016	31-03-2015	31-03-2016	31-03-2015	31-03-2016	31-03-2015
1. Loans Repaid/ (Refunded)								
Ram Chandra Agarwal	-	-	-	-	600,000	37,966,647	-	-
Mrs. Uma Agarwal	-	-	-	-	282,000	670,000	-	-
Ricon Commodities Pvt. Ltd.			112,364,830	153,063,874				
Vishal Water World Pvt Ltd.	-	-	9,710,000	120,000,000	-	-	-	-
V2 Conglomerate Ltd.	-	-	143,463,248	157,641,881	-	-	-	-
2. Loans Accepted								
Ricon Commodities Pvt. Ltd.	-	-	227,346,491	121,800,000	-	-	-	-
Vishal Water World Pvt Ltd.	-	-	109,281,985	20,000,000	-	-	-	-
V2 Conglomerate Ltd.	-	-	223,486,704	156,863,847	-	-	-	-
3. Remuneration								
Mr. Ram Chandra Agarwal					1,200,000	-		
Mrs. Uma Agarwal					1,200,000	-		
Akash Agarwal	-	-	-	-	-	-	1,117,218	900,000
Manshu Tandon					2,101,776	1,176,626		
Varun Kumar Singh					993,525	764,100		
Yatish Bhardwaj					232,103	480,000		
Mr. Gautam					259,479			
Mr. Umesh Kumar					13,225			
4. Purchases during the year								
V2 Conglomerate Ltd.	-	-	226,856	27,810,866	-	-	-	-
5. Payment made								
V2 Conglomerate Ltd.			(409,717)	55,956,541	-	-	-	-
6. Amount Receivable								
VRL Retail Ventures Ltd.	-	-						
7. Amount Payable								
V2 Conglomerate Ltd.			-	(636,573)	-	-	-	-
8. Loan Payable								
Mr. Ram Chandra Agarwal	-	-	-	-	205,860	805,860	-	-
Mrs. Uma Agarwal	-	-	-	-	135,576	417,576	-	-
Vishal Water World Pvt Ltd.	-	-	99,571,985	-	-	-	-	-
V2 Conglomerate Ltd. (Loan A/c)	-	-	80,023,456	-	-	-	-	-
Ricon Commodities Pvt. Ltd.	-	-	126,381,661	11,400,000	-	-	-	-
VRL Infrastructure Ltd.	-	-	-	-	-	-	-	-
VRL Movers Limited	-	-	-	-	-	-	-	-

34. Expenditure in Foreign Currency (on accrual basis)

Particular	As at 31-Mar-2016 (Rs.)	As at 31-Mar-2015 (Rs.)
Traveling Expenses	599,965	215,092
Total	599,965	215,092

35. Prior Period Items

Items of prior period debited to the statement of the Profit & Loss are as under:

Particular	As at 31-Mar-2016 (Rs.)	As at 31-Mar-2015 (Rs.)
Expenses		
Repairs & maintenance – Others	87,528	-
Rates & taxes	714,268	-
Total expenses in `	801,796	-
Misc. Incomes	-	199,832
Total incomes	-	199,832
Net Prior Period Expenses / (Incomes)	801,796	199,832

36. Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for in the books of accounts (net of advances):

Particular	As at 31-Mar-2016 (Rs.)	As at 31-Mar-2015 (Rs.)
Capital commitments towards new showrooms for which the agreement/MOU has been entered into with the landlord of the relevant showroom	15,000,000	6,000,000

37. Contingent Liabilities

Particulars	As at 31st March 2016 (Rs.)	As at 31st March 2015 (Rs.)
a. Outstanding Bank Guarantees	4,152,797	4,152,797
b. Disputed Sales Tax Demands - matter under appeal	270,661,774	291,007,117
c. Claims against the Company not acknowledged as debts	178,763,480	180,373,162
d. Claims by Income Tax Department	-	1,188,071,650
e. Claims by Provident Fund Department	-	-
e. Claims by Service Tax Department	30,208,391	30,208,391
Total	483,786,442	1,693,813,117

The Company has made provision in the books of account in the current year with respect to amount payable to Labour Welfare Fund. The Liability on account of the same was not provided for in the earlier years and the same cannot be ascertained, which in the view of the management is not likely to be material.

38. Details of dues to MICRO and small enterprise as defined under the MSMED Act, 2006

In terms of notification no. G.S.R. 719(E) dated November 16, 2007 issued by the Central Government of India, the disclosure of payments due to any supplier as at March 31, 2011 are as follows:

Particular	As at 31-Mar-2016 (Rs.)	As at 31-Mar-2015 (Rs.)
Balance of Sundry Creditors		
- Principal amount due to Micro, Small and Medium Enterprises	-	-
- Principal amount due to Others		
Total	-	-
Interest accrued and due at the end of the year		
- Interest on payments due to Micro, Small and Medium Enterprises	-	-
- Interest on payments due to others	-	-
- Interest due and payable on amounts paid during the year to Micro, Small and Medium Enterprises beyond the appointed date	-	-
Total	-	-
Paid during the year		
Principal amount (including interest) paid to Micro, Small and Medium Enterprises beyond the appointed date	-	-
- Principal amount	-	-
- Interest thereon	-	-
Principal amount (excluding interest) paid to Micro, Small and Medium Enterprises beyond the appointed date	-	-
Others		
- Interest accrued in the prior year and paid during the year	-	-
- Interest accrued during the year and paid during the year	-	-

Note:- The Company has already initiated the process of identification of Micro, Small & Medium Enterprises suppliers and service providers, In view of large number of suppliers and non receipt of critical inputs, responses from several such potential parties, the liability of interest, if any cannot be reliably estimated. Hence the required disclosure has not been made.

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

39. Previous year figures have been regrouped or rearranged wherever considered necessary to make them comparable with current year figures.

For and on behalf of the Board of Directors of **V2 Retail Limited.**

As per our report of even date
For AKGVG & Associates
Firm Registration No: 018598N
Chartered Accountants

Vimal Kumar Saini
Partner
Membership No: 515915

Place: Delhi
Date: 27-05-2016

Ram Chandra Agarwal
Managing Director
DIN 00491885

Varun Kumar Singh
Chief Financial Officer

Uma Agarwal
Director
DIN 00495945

Umesh Kumar
Company Secretary

Route map to the venue of the AGM

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:





V2 RETAIL LIMITED

CIN : L74999DL2001PLC147724

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 /

ATTENDANCE SLIP

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

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

Client Id* / DP Id*/Client Id* / Folio No.	
No. of shares Held	

NAME AND ADDRESS OF THE SHAREHOLDERS

I hereby record my presence at the **15th ANNUAL GENERAL MEETING** held on Friday, September 30, 2016 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

15th Annual General Meeting on Friday, September 30, 2016 at 10:00 AM

Name of the member(s): Registered Address:	E-mail Id: 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 15th Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 11.00 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:

Sr. No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements & Audited Consolidated Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016		
2.	To appoint a director in place of Smt. 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.	Appointment of M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) as Statutory Auditors of the Company.		
4.	To appoint Mr. Lalan Yadav an Independent Director of the Company.		
5.	To Authorise the Board of Director for borrowing money.		
6.	To Increase in remuneration of Mr. Ram Chandra Agarwal (Managing Director).		
7.	To Increase in remuneration of Mrs. Uma Agarwal (Whole time Director).		
8.	To approve V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme.		
9.	To Issue Specified Securities on Preferential basis to Promoter and/or Promoter Group and Non-Promoter and/or Non Promoter Group.		

* Applicable for investors holding shares in electronic form.

Affix
Re. 1/-
Revenue
Stamp

Signed this _____ day of _____, 2016

Signature of Shareholder

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.



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

BALLOT FORM

1. Name(s) of Shareholder(s)/ Joint Holder(s), if any(In Block Letters)	
2. Registered Address of the Sole/First named Shareholders/ Beneficial Owners	
3. Registered Folio No./ DP ID Client ID*(Applicable to members holding shares in Dematerialized form)	
4. No. of shares held	

5. I/We hereby exercise my/our vote in respect of the following Resolutions set out in the Notice of the Fifteenth Annual General Meeting (AGM) of the Company to be held on Friday, September 30, 2016 by conveying my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:-

S. No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements & Audited Consolidated Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016		
2.	To appoint a director in place of Smt. 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.	Appointment of M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N) as Statutory Auditors of the Company.		
4.	To appoint Mr. Lalan Yadav an Independent Director of the Company.		
5.	To Authorise the Board of Director for borrowing money.		
6.	To Increase in remuneration of Mr. Ram Chandra Agarwal (Managing Director).		
7.	To Increase in remuneration of Mrs. Uma Agarwal (Whole time Director).		
8.	To approve V2R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme		
9.	To Issue Specified Securities on Preferential basis to Promoter and/or Promoter Group and Non-Promoter and/or Non Promoter Group		

COURIER

If undelivered, please return to:

V2 RETAIL LIMITED

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Tehsil -Vasant Vihar, New Delhi 110 037

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