

V2 Retail Limited

Date: October 16, 2018

To.

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, BandraKurla Complex, Bandra(East), Mumbai-400051, NSE Code- V2RETAIL

BSE Limited25th floor,"PhirozeJeejeebhoy Tower",
Dalal Street, Mumbai-400001 **BSE Code-**532867

Sub: Pursuant to Regulation 30 of <u>SEBI (Listing Obligations & Disclosure Requirements)</u> Regulations 2015:- Clarification with respect to Disclosure under Regulation 10 (5) of <u>SEBI (Substantial Acquisition of Shares and Takeovers)</u> Regulations 2011.

Dear Sir/Ma'am.

Pursuant to Regulation 30 of <u>SEBI (Listing Obligations & Disclosure Requirements)</u> Regulations 2015, this is to inform you that Mr. Ram Chandra Agarwal (Chairman & Managing Director), Promoter of the company has issued disclosure dated 15th October 2018 under Regulation 10 (5) of <u>SEBI (Substantial Acquisition of Shares and Takeovers)</u> Regulations 2011, in respect of proposed acquisition of 2,488,750 Equity Shares of V2 Retail Limited "V2 Retail" or "Target Company" being 7.30 % of the paid up share capital of the company in accordance with Regulation 10 (1) (a) (i) & (ii) of SEBI (<u>Substantial Acquisition of Shares and Takeovers</u>) Regulations 2011.

With reference to aforesaid disclosure it is hereby clarified that Mr. Ram Chandra Agarwal (Promoter) father of Mr. Akash Agarwal (Promoter) propose to acquire the aforesaid shares in accordance with Regulation 10 (1) (a) (i) & (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 through gift and aforesaid proposed acquisition is just an inter se transfer between promoters and immediate relative through gift.

Further with reference to investors query, it is stated that Mr. Akash Agarwal, Whole Time Director of the company will continue to serve the company as Whole Time Director of the company.

This is for your information and record.

Yours Truly

For V2 Retail Limite

Ram Chandra Agarwal

Chairman & Managing Director

DIN 00491885

Date: October 15, 2018

To,

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, BandraKurla Complex, Bandra(East), Mumbai-400051, NSE Code-V2RETAIL

BSE Limited
25th floor,"PhirozeJeejeebhoy Tower",
Dalal Street, Mumbai-400001
BSE Code-532867

Sub: Pursuant to Regulation 10 (5) of <u>SEBI (Substantial Acquisition of Shares and Takeovers)</u> Regulations 2011:- Disclosure under Regulation 10 (5) of <u>SEBI (Substantial Acquisition of Shares and Takeovers)</u> Regulations 2011.

Dear Sir/Ma'am,

Kindly find the attached Disclosure under Regulation 10 (5) of <u>SEBI (Substantial Acquisition of Shares and Takeovers)</u> Regulations 2011, in respect of proposed transfer of 2,488,750 Equity Shares of V2 Retail Limited "V2 Retail" or "Target Company" being 7.30 % of the paid up share capital of the company in accordance with Regulation 10 (1) (a) (i) & (ii) of SEBI (<u>Substantial Acquisition of Shares and Takeovers</u>) Regulations 2011.

This is for your information and record.

Yours Truly

Ram Chandra Agarwal

Acquirer

Enclosed: - As above

<u>Disclosures under Regulation 10(5)</u> – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	N	ame of the Target Company ("TC")	V2 Retail Limited
2.		ame of the acquirer(s)	Ram Chandra Agarwal
3.	th	Thether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association ith the TC or its promoters.	Yes (Promoter)
4.	De	etails of the proposed acquisition	
	a.	Name of the person(s) from whom shares are to be acquired	Akash Agarwal (Promoter)
	b.	Proposed date of acquisition	On or after 23 rd October 2018
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	2,488,750
	d.	Total shares to be acquired as % of share capital of TC	Total 2488750 Equity Share of Rs 10 each being 7.30% of the paid up share capital of the TC.
	e.	Price at which shares are proposed to be acquired	Inter se transfer between promoter through Gift
	f.	Rationale, if any, for the proposed transfer	For re-alignment and Inter se transfer between promoter through Gift
5.	aco	elevant sub-clause of regulation 10(1)(a) under which the quirer is exempted from making open Offer	Exemption under Regulation 10(1) (a) (i) & (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
6.	for iss wh	a period of 60 trading days preceding the date of uance of this notice as traded on the stock exchange here the maximum volume of trading in the shares of the care recorded during such period.	Yes, Frequently traded on:- 1. National Stock Exchange of India Limited 2. BSE Limited Rs 390.38 National Stock Exchange of India Limited)
			Note:- Inter se transfer between promoter through Gift
7.	If i	in-frequently traded, the price as determined in terms of use (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.	not	claration by the acquirer, that the acquisition price would be higher by more than 25% of the price computed in nt 6 or point 7 as applicable.	It is hereby declared and confirmed that the acquisition price would not be higher than 25% of the price computed in point 6 above.
9.	trar disc Reg rep	Declaration by the acquirer, that the transferor and asferee have complied / will comply with applicable closure requirements in Chapter V of the Takeover gulations, 2011 (corresponding provisions of the ealed Takeover Regulations 1997) The aforesaid Disclosure made during the previous three	I) The Acquirer hereby confirms and declares that the Transferor and Transferee have complied with, and will comply with applicable disclosure requirements in Chapter V of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (corresponding provisions of the



Т						
year	year prior to date of proposed acquisition to be furnished		repealed Takeover Regulations 1997).			
		d	uring the pro	evious three	year prior to	
		d	ate of pr	oposed ac	quisition is	
		6	iciosed as A	annexure A.		
Dec	laration by the acquirer that all the conditions specified	It is hereb	y declared	that all t	he applicabl	
und	er regulation 10(1) (a) with respect to exemptions has	conditions s	pecified und	der Regulation	on (10) (1) (a	
beer	n duly complied with.	of the SEBI (Substantial Acquisition of Share				
		and Takeov	ers) Regulat	ions, 2011 v	vith respect to	
Shai	re Holding Details				managad	
	6					
		No. of	% w.r.t.	No. of	% w.r.t. tota	
					share capital	
		ng Rights		ng Rights	of TC	
A	Acquirer and Person Acting in Concert "PAC"		IC			
	(Other Than Seller) (*)					
12	Acquirer:					
	Ram Chandra Agarwal	719161	2.11	3207911	9.41	
	PAC other than Seller					
	Ram Chandra Agarwal (HUF)	155000	0.45	155000	0.45	
	Uma Agarwal	344000	1.01	344000	1.01	
	Ricon Commodities Private Limited	6940000	20.37	6940000	20.37	
	Vishal Waterworld Private Limited	1084134	3.18	1084134	3.18	
	Unicon Marketing Private Limited	5444710	15.98	5444710	15.98	
	Sunita Fashion Private Limited	248000	0.73	248000	0.73	
В	Seller					
	Akash Agarwal	2488750	7.30	Nil	Nil	
	Dec und beer Shar	A Acquirer and Person Acting in Concert "PAC" (Other Than Seller) (*) Acquirer: Ram Chandra Agarwal PAC other than Seller Ram Chandra Agarwal (HUF) Uma Agarwal Ricon Commodities Private Limited Vishal Waterworld Private Limited Unicon Marketing Private Limited Sunita Fashion Private Limited B Seller	Declaration by the acquirer that all the conditions specified under regulation 10(1) (a) with respect to exemptions has been duly complied with. Share Holding Details A Acquirer and Person Acting in Concert "PAC" (Other Than Seller) (*) Acquirer: Ram Chandra Agarwal PAC other than Seller Ram Chandra Agarwal (HUF) Uma Agarwal Ricon Commodities Private Limited Vishal Waterworld Private Limited Sunita Fashion Private Limited Alash Agarwal Alash Agarwal It is heret conditions so of the SEB and Takeov exemption has been duly conditions and the self of the SEB and Takeov exemption has been duly conditions and the self of the SEB and Takeov exemption has been duly conditions and takeout exemption has been duly cond	Declaration by the acquirer that all the conditions specified under regulation 10(1) (a) with respect to exemptions has been duly complied with. Share Holding Details Holding Details Before the Proposed Transaction No. of Shares/Voti (Other Than Seller) (*) A Acquirer and Person Acting in Concert "PAC" (Other Than Seller) (*) Acquirer: Ram Chandra Agarwal PAC other than Seller Ram Chandra Agarwal (HUF) Uma Agarwal Ricon Commodities Private Limited Unicon Marketing Private Limited Sunita Fashion Private Limited Akash Agarwal Akash Agarwal	II) The copy of the disciduring the previous three date of proposed ac enclosed as Annexure A. Declaration by the acquirer that all the conditions specified under regulation 10(1) (a) with respect to exemptions has been duly complied with. It is hereby declared that all the conditions specified under regulation 10(1) (a) with respect to exemptions has been duly complied with. SEBI (Substantial Acquisition and Takeovers) Regulations, 2011 vexemption has been complied. Sefore the Proposed Transaction No. of Shares/Voting Rights Pransaction No. of Shares/Voting Rights No. of Shares/V	

Yours Truly

Ram Chandra Agarwal

Acquirer

Date: - 15.10.2018

Place Delhi

Note:

(*) Shareholding of each entity may be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Umesh Kumar

From:

RC AGARWAL [rc.agarwal@v2retail.net.in] Wednesday, April 4, 2018 9:27 AM

Sent:

To:

takeover@nse.co.in; corp.relations@bseindia.com

Cc:

cs@vrl.net.in

Subject:

Disclosures under Regulation 30 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the year ended March 31, 2018. SAST ANNUAL DISCLOSURE 17-18.pdf

Attachments:

Dear Sir/madam,

Enclosed herewith disclosures under Regulation 30 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the year ended March 31, 2018.

This is for your kind information and record.

Regards

Ram Chandra Agarwal

Promoter and Promoter Group

V2 Retail Limited

To,

V2 Retail Limited
Khasra no. 928 Extended Lal
Dora Abadi Village
Kapashera Tehsil Vasant
Vihar South West Delhi –
110037

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G
Block, BandraKurla Complex,
Bandra(East), Mumbai-400051
NSE Code- V2RETAIL

BSE (Bombay Stock
Exchange) Limited
25th floor,"PhirozeJeejeebhoy
Tower",
Dalal Street, Mumbai-400001
BSE Code-532867

Sub: <u>Disclosures under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers)</u>
<u>Regulations, 2011</u>:-

Dear Sir/Madam,

Kindly find the attached disclosures under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and record.

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Yours Truly

Mr. Ram Chandra Agarwal Promoter & Promoter Group V2 Retail Limited

ANNEXURE - 1

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of Shareholding

1. Name of the Target Company (TC)	V2 RETAI	L LIMITED		
Name(s) of the stock exchange(s) where the shares of the TC are listed	National Stock Exchange of India Limited BSE Limited			
3. Particulars of the shareholder(s): a) Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b) Name(s) of promoter(s), member of the promoter group and PAC with him.	2. Ram Char 3. Ram Char 4. Uma Agar 5. Akash Ag 6. Unicon M 7. Ricon Cor 8. Vishal Wa 9. Sunita Fas		imited Limited	DP- 1204470000849501 DP- 1203350300375693 DP- 1203350001591082 DP- IN30096610366182 DP- IN30096610681702 DP- IN30096610486260 DP-IN30096610491234 DP-IN30096610511285 DP-1202060000857287 DP-IN30096610618456
 Particulars of the shareholding of person(s) mentioned at (3) above 	Number of shares	% w.r.t. total share /voting capital wherever applicable		otal diluted share/voting of TC (*)
As of March 31 st of the 2018, holding of: a) Shares b) Voting Rights (otherwise than by shares c) Warrants d) Convertible Securities e) Any other instrument that would entitle the holder to receive shares in the TC.	17,423,755 - - - -	51.36	,	51.36



Part-B**

Name of the Target Company: V2 Retail Limited

Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter group	PAN of the person and PACs
Ram Chandra Agarwal	Promoter	ACZPA8989R
Uma Agarwal	Promoter	ACYPA1819P
Akash Agarwal	Promoter group	ATOPA0679A
Unicon Marketing Private Limited	Promoter group	AAACU5733B
Ricon Commodities Private Limited	Promoter group	AACCR7304R
Vishal Waterworld Pvt. Ltd.	Promoter group	AABCV1188J
Sunita Fashion Pvt. Ltd.	Promoter group	AAHCS6918H
Ram Chandra Agarwal& HUF	Promoter group	AADHR3359G

Signature of the Authorised Signatory

Place: Delhi

Date: 04.04.2018

Note:

- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

Umesh Kumar

From:

Ram Chandra Agarwal [rc.agarwal@vrl.net.in]

Sent:

Monday, April 3, 2017 1:15 PM

To:

takeover@nse.co.in; corp.relations@bseindia.com

Cc:

cs@vrl.net.in

Subject:

RE: Compliance w.r.t Regulation 30 of SEBI(SAST)Regulations, 2011

Attachments:

SAST DISCLOSURE 2016-17, V2R.pdf

Dear Sir/Madam,

Enclosed herewith the disclosure with reference to regulation 30 of the SEBI (SEBI Substantial Acquisition of Share and Takeover) Regulation 2011 for your consideration. This is for your information and record.

Regards

Ram Chandra Agarwal

Promoter and Promoter Group

V2 Retail Limited

From: CS [mailto:cs@vrl.net.in]

Sent: Monday, April 03, 2017 9:50 AM

To: rc.agarwal@vrl.net.in

Subject: FW: Compliance w.r.t Regulation 30 of SEBI(SAST)Regulations, 2011

Dear Sir,

FYI

From: neaps@nse.co.in [mailto:neaps@nse.co.in]

Sent: Thursday, March 30, 2017 10:18 PM

To: cs@vrl.net.in

Subject: Compliance w.r.t Regulation 30 of SEBI(SAST)Regulations, 2011

Dear Sir/Madam.

This is with respect to the Regulation 30 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended thereof, where in:

- (1) Every person, who together with persons acting in concert with him, holds shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company, shall disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such target company in such form as may be specified.
- (2) The promoter of every target company shall together with persons acting in concert with him, disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such target company in such form as may be specified.
- (3) The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made within seven working days from the end of each financial year to,
- every stock exchange where the shares of the target company are listed; and
- the target company at its registered office.

ANNEXURE - 1

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of Shareholding

Name of the Target Company (TC)	V2 RETAI	L LIMITED	a state distribution and an action and the state of the s	
Name(s) of the stock exchange(s) where the shares of the TC are listed	National Stock Exchange of India Limited BSE Limited			
3. Particulars of the shareholder(s): a) Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or	 Ricon Con Vishal Wa Sunita Fas 	dra Agarwal dra Agarwal wal rwal arketing Private Li nmodities Private terworldPvt Ltd hion Pvt Ltd	DP-IN30096610491234 DP-IN30096610511285 DP-1202060000857287	
b) Name(s) of promoter(s), member of the promoter group and PAC with him.	10. Ram Chan	dra Agarwal& HU	F DP-IN30096610618456	
Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	
As of March 31 st of the year, holding of: a) Shares b) Voting Rights (otherwise than by shares c) Warrants d) Convertible Securities e) Any other instrument that would entitle the holder to receive shares in the TC.	16,299,621 1,000,000	52.71	54.19	

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NEW DELHI

Part-B**

Name of the Target Company: V2 Retail Limited

Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter group	PAN of the person and PACs
Ram Chandra Agarwal	Promoter	ACZPA8989R
Uma Agarwal	Promoter	ACYPA1819P
AkashAgarwal	Promoter group	ATOPA0679A
Unicon Marketing Private Limited	Promoter group	AAACU5733B
Ricon Commodities Private Limited	Promoter group	AACCR7304R
Vishal WaterworldPvt Ltd	Promoter group	AABCV1188J
Sunita Fashion Pvt Ltd	Promoter group	AAHCS6918H
Ram Chandra Agarwal& HUF	Promoter group	AADHR3359G

Signature of the Authorised Signatory

Place: Delhi

Date: 03.04.2017

Note:

- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

From:

Ram Chandra Agarwal [rc.agarwal@vrl.net.in]

Sent:

07 04, 2016 11:20 AM

To:

takeover@nse.co.in; corp.relations@bseindia.com

Cc:

cs@vrl.net.in; legal@vrl.net.in

Subject:

Disclosure under Regulation 30 of Takeover Regulation

Attachments:

takeover disclosure 30(1) and (2).pdf

Dear sir,

Herewith we attached the disclosure regarding Regulation 30 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your consideration.

Please take as information and record.

Regads

Ram Chandra Agarwal
Promoter & promoter Group

V2 retail limited

From: neaps@nse.co.in [mailto:neaps@nse.co.in]

Sent: 04 04, 2016 7:32 PM **To:** CS@VRL.NET.IN

Subject: {Spam?} Disclosure under Regulation 30 of Takeover Regulation

Dear Sir/Madam.

This is with respect to the Regulation 30 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 where in:

- (1) Every person, who together with persons acting in concert with him, holds shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company, shall disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such target company in such form as may be specified.
- (2) The promoter of every target company shall together with persons acting in concert with him, disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such target company in such form as may be specified.
- (3) The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made within seven working days from the end of each financial year to,
 - every stock exchange where the shares of the target company are listed; and
 - the target company at its registered office.

On basis of above, Companies are requested to intimate the Promoters to provide the aforesaid disclosure on the following email id - takeover@nse.co.in

The Hardcopies for the same will not be accepted by the Exchange.

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ANNEXURE - 1

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of Shareholding

1. Name of the Target Company (TC)	V2 RETAII	L LIMITED	P-0	
Name(s) of the stock exchange(s) where the shares of the TC are listed	Nationa BSE Li		ge of India Limited	
3. Particulars of the shareholder(s):a) Name of person(s) together with Persons	a) N.A.			
Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b) Name(s) of promoter(s), member of the promoter group and PAC with him.	1. Ram Chandra Agarwal DP- 1204470000849501 2. Ram Chandra Agarwal DP- 1203350300375693 3. Ram Chandra Agarwal DP- 1203350001591082 4. Uma Agarwal DP- IN30096610366182 5. AkashAgarwal DP- IN30096610681702 6. Unicon Marketing Private Limited DP- IN30096610486260 7. Ricon Commodities Private Limited DP-IN30096610491234 8. Vishal WaterworldPvt Ltd DP-IN30096610511285 9. Sunita Fashion Pvt Ltd DP-1202060000857287 10. Ram Chandra Agarwal& HUF DP-IN30096610618456			
Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	
As of March 31 st of the year, holding of: a) Shares b) Voting Rights (otherwise than by shares c) Warrants d) Convertible Securities e) Any other instrument that would entitle the holder to receive shares in the TC.	15299621 - - - - -	61.47	46.24 - - - -	
Total				



Part-B**

Name of the Target Company:

Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter group	PAN of the person and PACs	
Ram Chandra Agarwal	Promoter	ACZPA8989R	
Uma Agarwal	Promoter	ACYPA1819P	
AkashAgarwal	Promoter group	ATOPA0679A	
Unicon Marketing Private Limited	Promoter group	AAACU5733B	
Ricon Commodities Private Limited	Promoter group	AACCR7304R	
Vishal WaterworldPvt Ltd	Promoter group	AABCV1188J	
Sunita Fashion Pvt Ltd	Promoter group	AAHCS6918H	
Ram Chandra Agarwal& HUF	Promoter group	AADHR3359G	

Signature of the Authorised Signatory

Place: Delhi

Date: 06.04.2016

Note:

- In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

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