

Date: October 15, 2018

To,

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, BandraKurla Complex, Bandra(East), Mumbai-400051, NSE Code- V2RETAIL	<b>BSE Limited</b> 25 <sup>th</sup> floor, "PhirozeJeejeebhoy Tower", Dalal Street, Mumbai-400001 <b>BSE Code-532867</b>
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**Sub:** Pursuant to Regulation 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011:- Disclosure under Regulation 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011.

Dear Sir/Ma'am,

Kindly find the attached Disclosure under Regulation 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) 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 (Substantial Acquisition of Shares and Takeovers) Regulations 2011.

This is for your information and record.

Yours Truly



**Ram Chandra Agarwal**

**Acquirer**

**Enclosed: - As above**

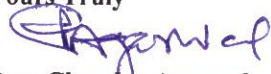
**Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (“TC”)	V2 Retail Limited
2.	Name of the acquirer(s)	Ram Chandra Agarwal
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters.	Yes (Promoter)
4.	Details 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 <sup>rd</sup> 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.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer 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.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are 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)  <b>Note:- Inter se transfer between promoter through Gift</b>
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 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.	1) Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)  II) 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



	year prior to date of proposed acquisition to be furnished	repealed Takeover Regulations 1997).			
		II) The copy of the disclosure made during the previous three year prior to date of proposed acquisition is enclosed as <b>Annexure A</b> .			
10.	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 applicable conditions specified under Regulation (10) (1) (a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to exemption has been complied.			
11.	Share Holding Details	<b>Before the Proposed Transaction</b>		<b>After the Proposed Transaction</b>	
		No. of Shares/Voting Rights	% w.r.t. total share capital of TC	No. of Shares/Voting Rights	% w.r.t. total share capital of TC
	<b>A</b> Acquirer and Person Acting in Concert "PAC" (Other Than Seller) (*)				
	<b>Acquirer:</b>				
	Ram Chandra Agarwal	719161	2.11	3207911	9.41
	<b>PAC other than Seller</b>				
	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
	<b>B</b> Seller				
	Akash Agarwal	2488750	7.30	Nil	Nil

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

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**From:** RC AGARWAL [rc.agarwal@v2retail.net.in]  
**Sent:** Wednesday, April 4, 2018 9:27 AM  
**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.  
**Attachments:** SAST ANNUAL DISCLOSURE 17-18.pdf

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



Date: April 4, 2018

To,

<b>V2 Retail Limited</b> Khasra no. 928 Extended Lal Dora Abadi Village Kapashera Tehsil Vasant Vihar South West Delhi – 110037	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, BandraKurla Complex, Bandra(East), Mumbai-400051 NSE Code- V2RETAIL	<b>BSE (Bombay Stock Exchange) Limited</b> 25 <sup>th</sup> floor, "PhirozeJeejeebhoy Tower", Dalal Street, Mumbai-400001 BSE Code-532867
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**Sub: Disclosures under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:-**

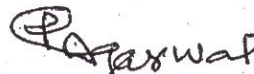
Dear Sir/Madam,

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.



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)	<b>V2 RETAIL LIMITED</b>		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	1. National Stock Exchange of India Limited 2. 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.	a) N.A.  b) 1. Ram Chandra Agarwal DP- 1204470000849501 2. Ram Chandra Agarwal DP- 1203350300375693 3. Ram Chandra Agarwal DP- 1203350001591082 4. Uma Agarwal DP- IN30096610366182 5. Akash Agarwal DP- IN30096610681702 6. Unicon Marketing Private Limited DP- IN30096610486260 7. Ricon Commodities Private Limited DP-IN30096610491234 8. Vishal Waterworld Pvt. Ltd. DP-IN30096610511285 9. Sunita Fashion Pvt. Ltd. DP-1202060000857287 10. Ram Chandra Agarwal & HUF DP-IN30096610618456		
4. 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 <sup>st</sup> of the 2018, holding of:			
a) Shares	17,423,755	51.36	51.36
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.	-	-	-



**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

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**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



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**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

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**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.


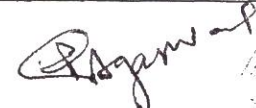



## ANNEXURE - 1

### 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

1. Name of the Target Company (TC)	<b>V2 RETAIL LIMITED</b>																						
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	1. National Stock Exchange of India Limited 2. BSE Limited																						
3. Particulars of the shareholder(s) :	a) N.A.  b) <table style="width: 100%; border: none;"> <tr><td>1. Ram Chandra Agarwal</td><td style="text-align: right;">DP- 1204470000849501</td></tr> <tr><td>2. Ram Chandra Agarwal</td><td style="text-align: right;">DP- 1203350300375693</td></tr> <tr><td>3. Ram Chandra Agarwal</td><td style="text-align: right;">DP- 1203350001591082</td></tr> <tr><td>4. Uma Agarwal</td><td style="text-align: right;">DP- IN30096610366182</td></tr> <tr><td>5. Akash Agarwal</td><td style="text-align: right;">DP- IN30096610681702</td></tr> <tr><td>6. Unicon Marketing Private Limited</td><td style="text-align: right;">DP- IN30096610486260</td></tr> <tr><td>7. Ricon Commodities Private Limited</td><td style="text-align: right;">DP-IN30096610491234</td></tr> <tr><td>8. Vishal Waterworld Pvt Ltd</td><td style="text-align: right;">DP-IN30096610511285</td></tr> <tr><td>9. Sunita Fashion Pvt Ltd</td><td style="text-align: right;">DP-1202060000857287</td></tr> <tr><td>10. Ram Chandra Agarwal &amp; HUF</td><td style="text-align: right;">DP-IN30096610618456</td></tr> </table>			1. Ram Chandra Agarwal	DP- 1204470000849501	2. Ram Chandra Agarwal	DP- 1203350300375693	3. Ram Chandra Agarwal	DP- 1203350001591082	4. Uma Agarwal	DP- IN30096610366182	5. Akash Agarwal	DP- IN30096610681702	6. Unicon Marketing Private Limited	DP- IN30096610486260	7. Ricon Commodities Private Limited	DP-IN30096610491234	8. Vishal Waterworld Pvt Ltd	DP-IN30096610511285	9. Sunita Fashion Pvt Ltd	DP-1202060000857287	10. Ram Chandra Agarwal & HUF	DP-IN30096610618456
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10. Ram Chandra Agarwal & HUF	DP-IN30096610618456																						
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.																							
4. 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 <sup>st</sup> of the year, holding of:																							
a) Shares	16,299,621	52.71	54.19																				
b) Voting Rights (otherwise than by shares)	-	-	-																				
c) Warrants	1,000,000	-	-																				
d) Convertible Securities	-	-	-																				
e) Any other instrument that would entitle the holder to receive shares in the TC.	-	-	-																				

**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: 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

CS

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**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](mailto:takeover@nse.co.in)

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



## 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 RETAIL LIMITED																						
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	1. National Stock Exchange of India Limited 2. BSE Limited																						
3. Particulars of the shareholder(s) :	a) N.A.  b) <table style="width: 100%; border: none;"> <tr> <td style="width: 70%;">1. Ram Chandra Agarwal</td> <td style="width: 30%;">DP- 1204470000849501</td> </tr> <tr> <td>2. Ram Chandra Agarwal</td> <td>DP- 1203350300375693</td> </tr> <tr> <td>3. Ram Chandra Agarwal</td> <td>DP- 1203350001591082</td> </tr> <tr> <td>4. Uma Agarwal</td> <td>DP- IN30096610366182</td> </tr> <tr> <td>5. Akash Agarwal</td> <td>DP- IN30096610681702</td> </tr> <tr> <td>6. Unicon Marketing Private Limited</td> <td>DP- IN30096610486260</td> </tr> <tr> <td>7. Ricon Commodities Private Limited</td> <td>DP- IN30096610491234</td> </tr> <tr> <td>8. Vishal Waterworld Pvt Ltd</td> <td>DP- IN30096610511285</td> </tr> <tr> <td>9. Sunita Fashion Pvt Ltd</td> <td>DP- 1202060000857287</td> </tr> <tr> <td>10. Ram Chandra Agarwal &amp; HUF</td> <td>DP- IN30096610618456</td> </tr> </table>			1. Ram Chandra Agarwal	DP- 1204470000849501	2. Ram Chandra Agarwal	DP- 1203350300375693	3. Ram Chandra Agarwal	DP- 1203350001591082	4. Uma Agarwal	DP- IN30096610366182	5. Akash Agarwal	DP- IN30096610681702	6. Unicon Marketing Private Limited	DP- IN30096610486260	7. Ricon Commodities Private Limited	DP- IN30096610491234	8. Vishal Waterworld Pvt Ltd	DP- IN30096610511285	9. Sunita Fashion Pvt Ltd	DP- 1202060000857287	10. Ram Chandra Agarwal & HUF	DP- IN30096610618456
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10. Ram Chandra Agarwal & HUF	DP- IN30096610618456																						
4. 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 <sup>st</sup> of the year, holding of:																							
a) Shares	15299621	61.47	46.24																				
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.	-	-	-																				
<b>Total</b>																							



**Part-B\*\***

**Name of the Target Company:**

<b>Name(s) of the person and Persons Acting in Concert (PAC) with the person</b>	<b>Whether the person belongs to Promoter/ Promoter group</b>	<b>PAN of the person and PACs</b>
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: 06.04.2016

**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

