

Provogue (India) Ltd.

Regd. Office : 105/106, Provogue House, Off New Link Road, Andheri (w), Mumbai - 400053. India
Tel.: +91 22 30653111/222 | Fax : +91 22 30680570
CIN : L18101MH997PLC111924

Email: investorservice@provogue.com **Website:** www.provogue.com **CIN:** L18101MH997PLC111924

Date: 1st October 2015

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Scrip: PROVOGE

BSE Limited
Listing Department
P.J. Towers, Dalal Street, Fort
Mumbai 400 001
Scrip: 532647

Dear Sir,

Subject: Result of voting and Scrutinizers Report – AGM 30th September 2015

Please find enclosed herewith the following documents regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the shareholders of the Company held on 30th September 2015:

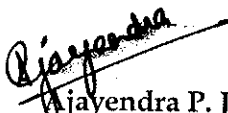
1. Voting results in the format prescribed under clause 35A of the Listing Agreement.
2. Voting results as declared pursuant to Rule 20 of the of The Companies (Management and Administration) Rules 2014 of the Companies Act 2013
3. Consolidated report of the Scrutinizer on remote e-voting, physical ballot forms and voting at the AGM.

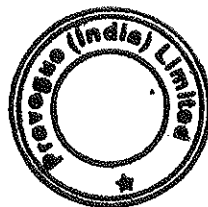
Please take the same on your record.

Thanking you,

Yours truly,

For Provogue (India) Limited


Ajayendra P. Jain
Company Secretary
Encl. as above



Provogue (India) Limited

Clause 35A - Voting results of resolutions passed at AGM held on 30th September 2015

Date of the AGM

30th September 2015

Total number of shareholders on record date/ cut off date

33190

No. of shareholders present in the meeting either in person or through proxy:

(i) Promoters and Promoter Group

-

(ii) Public

8

No. of Shareholders attended the meeting through Video Conferencing:

(i) Promoters and Promoter Group

42

(ii) Public

-

Not arranged

Not arranged

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Ordinary Resolution No. 1 : Adoption of the audited Balance Sheet as at 31st March, 2015, the Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon							
Promoter and Promoter Group	47167814	44452972	94.24	44452972	0	100.00	0.00
Public Institutional Holders	10066706	5415000	53.79	5415000	0	100.00	0.00
Public-Others	57122575	6100066	10.68	6099259	807	99.99	0.01
Total (A)	114357095	55968038	48.94	55967238	807	99.999	0.001

Ordinary Resolution No. 2: Appointment of a Director in place of Mr. Salil Chaturvedi (DIN: 00004768), who retires by rotation and being eligible, offers himself for re-appointment

Promoter and Promoter Group	47167814	11981441	25.40	11981441	0	100.00	0.00
Public Institutional Holders	10066706	5415000	53.79	5415000	0	100.00	0.00
Public-Others	57122575	6100066	10.68	6099259	807	99.99	0.01
Total (A)	114357095	23496507	20.55	23495700	807	99.997	0.003

Ordinary Resolution No. 3 : Ratification of appointment of M/s Ajay Shobha & Co., Chartered Accountants as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company

Promoter and Promoter Group	47167814	44452972	94.24	44452972	0	100.00	0.00
Public Institutional Holders	10066706	5415000	53.79	5415000	0	100.00	0.00
Public-Others	57122575	6099966	10.68	6099259	707	99.99	0.01
Total (A)	114357095	55967938	48.94	55967231	707	99.999	0.001



Ordinary Resolution No. 4 : Payment of remuneration of the Cost Auditors

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47167814	44452972	94.24	44452972	0	100.00	0.00
Public Institutional Holders	10066706	5415000	53.79	5415000	0	100.00	0.00
Public-Others	57122575	6100066	10.68	6097859	2207	99.96	0.04
Total (A)	114357095	55968038	48.94	55965831	2207	99.996	0.004

Special Resolution No. 5 : Re-appointment of Mr. Nikhil Chaturvedi as Managing Director of the company for a period of five years w.e.f 1st April 2015

Promoter and Promoter Group	47167814	10648061	22.57	10648061	0	100.00	0.00
Public Institutional Holders	10066706	5415000	53.79	5415000	0	100.00	0.00
Public-Others	57122575	6100066	10.68	6099259	807	99.99	0.01
Total (A)	114357095	22163127	19.38	22162320	807	99.996	0.004

Special Resolution No. 6 : Re-appointment of Mr. Deep Gupta as Whole time Director of the company for a period of five years w.e.f 1st April 2015

Promoter and Promoter Group	47167814	9278581	19.67	9278581	0	100.00	0.00
Public Institutional Holders	10066706	5415000	53.79	5415000	0	100.00	0.00
Public-Others	57122575	24481007	42.86	24480200	807	99.997	0.003
Total (A)	114357095	39174588	34.26	39173781	807	99.998	0.002

Special Resolution No. 7 : Re-appointment of Mr. Akhil Chaturvedi as Whole time Director of the company for a period of five years w.e.f 1st April 2015

Promoter and Promoter Group	47167814	12147701	25.75	12147701	0	100.00	0.00
Public Institutional Holders	10066706	5415000	53.79	5415000	0	100.00	0.00
Public-Others	57122575	6100066	10.68	6099259	807	99.99	0.01
Total (A)	114357095	23662767	20.69	23661960	807	99.997	0.003



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Declaration of result of voting in relation to 19th Annual General Meeting of the Company held on 30th September 2015 (Consolidated results of remote e-voting and ballot papers)

In terms of applicable provisions of the Companies Act 2013, Rule made thereunder, Secretarial Standard-2 and Listing Agreement, the Company provided remote e-voting facility and voting through ballot papers to its members to vote on all the resolutions which were proposed at the 19th Annual General Meeting (AGM) of the Company held on Wednesday, the 30th September 2015 at 12.00 p.m. at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (West), Mumbai 400053.

The Company has appointed Mr. Hemant Shetye, partner of HS Associates, Practicing Company Secretaries as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers undertaken at the aforementioned AGM.

The Scrutinizer has submitted his report after scrutiny of the remote e-voting and voting through ballot papers.

On the basis of the above report, it is hereby declared that all the resolutions as stated in the notice of the 19th AGM have been duly passed with the requisite majority with the following details:

Sr. No.	Details of Resolution proposed	Number of votes (shares)			Passed as ordinary/ special resolution
		In favour	Against	Invalid	
1	To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2015 including audited Balance Sheet as at 31st March, 2015 and the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors and the Auditors thereon	55967238	800	25	Ordinary
2	To Appoint a Director in place of Mr. Salil Chaturvedi (DIN - 00004768) who retires by rotation and being eligible, offers himself for re-appointment	23495700	807	166285	Ordinary



Provogue (India) Ltd.

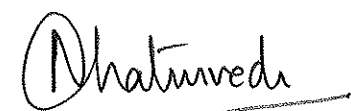
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3	To ratify appointment of M/s Ajay Shobha & Co., Chartered Accountants (ICAI Firm Registration No - 317031E), as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company	55967231	707	25	Ordinary
4	To approve the payment of remuneration to the Cost Auditors	55965831	2207	25	Ordinary
5	To approve the re-appointment of Mr. Nikhil Chaturvedi, as Managing Director for a further period of five years w.e.f. 1 st April 2015	22162320	807	25	Special
6	To approve the re-appointment of Mr. Deep Gupta, as Whole time Director for a further period of five years w.e.f. 1 st April 2015	39173781	807	25	Special
7	To approve the re-appointment of Mr. Akhil Chaturvedi, as Whole time Director for a further period of five years w.e.f. 1 st April 2015	23661960	807	25	Special

The Scrutinizer's report is annexed herewith.

For Provogue (India) Limited



Nikhil Chaturvedi
Managing Director
(As authorized by the Chairman)



Place: Mumbai

Date: 1st October 2015

COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & PHYSICAL BALLOT FORM

To,
The Chairman,
PROVOGUE (INDIA) LIMITED
105/106, Provogue House,
1st Floor, Off New Link Road,
Andheri (West),
Mumbai - 400053, Maharashtra

Sub: Consolidated Scrutinizer's Report on remote e-voting, physical ballot forms and voting at the
19th Annual General Meeting of Provogue (India) Limited held on Wednesday, September 30,
2015 at 12.00 noon.

Dear Sir,

I, Hemant Shetye, partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by Provogue (India) Limited pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at 19th Annual General Meeting of the Company held on 30 September, 2015 at 12.00 noon.

The voting rights were reckoned as on 23 day the September, 2015 being the Cutoff date for the purpose of deciding the entitlements of members for voting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from 27 day the September, 2015 (10.00 a.m. IST) to 29 day the September, 2015 (5.00 p.m. IST).

The Company had also provided voting facility to the shareholders present at the Annual General Meeting, who had not cast their vote earlier through remote e-voting facility or by physical ballot.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to 29 day, September, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the results of the remote e-voting, physical ballot forms and voting at the meeting in respect of the said Resolutions.



HS ASSOCIATES

Item No. 1: As an Ordinary Resolution.

(To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2015 including audited Balance Sheet as at 31st March, 2015 and the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors and the Auditors thereon)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Assent	34	4991847	99.99	35	50975391	100	69	55967238	99.99
Dissent	03	800	0.01	Nil	Nil	Nil	03	800	0.01
Invalid	Nil	Nil	Nil	1	25	Nil	1	25	Nil
Total	37	4992647	100	36	50915416	100	73	55968063	100

Based on the foregoing, the above Resolution may be considered as Passed, as an Ordinary Resolution.

Item No. 2: As an Ordinary Resolution.

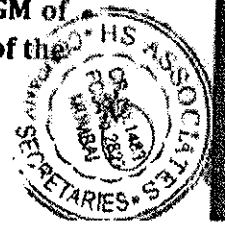
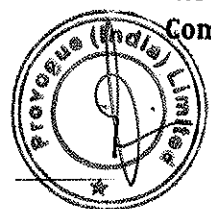
(To Appoint a Director in place of Mr. Salil Chaturvedi (DIN - 00004768) who retires by rotation and being eligible, offers himself for re-appointment)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Assent	32	4825580	99.99	30	18670120	100	62	23495700	99.99
Dissent	04	807	0.01	Nil	Nil	Nil	04	807	0.01
Invalid	01	166260	Nil	1	25	Nil	02	166285	Nil
Total	37	4992647	100	31	18670145	100	68	23662792	100

Based on the foregoing, the above Resolution may be considered as Passed, as an Ordinary Resolution.

Item No. 3: As an Ordinary Resolution.

(To ratify appointment of M/s Ajay Shobha & Co., Chartered Accountants (ICAI Firm Registration No - 317031E), as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company)



Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Mem bers	No. of Votes	%	No. of Members	No of Votes	%	No. of Memb ers	No of Votes	%
Assent	33	4991840	99.99	35	50975391	100	68	55967231	99.99
Dissent	03	707	0.01	Nil	Nil	Nil	03	707	0.01
Invalid	Nil	Nil	Nil	1	25	Nil	1	25	Nil
Total	36	4992547	100	36	50975416	100	72	55967963	100

Based on the foregoing, the above **Resolution** may be considered as Passed, as an Ordinary Resolution.

Item No. 4: As an Ordinary Resolution.

(To approve the payment of remuneration to the Cost Auditors)

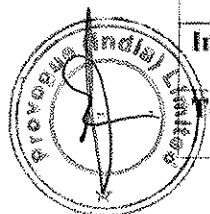
Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Mem bers	No. of Votes	%	No. of Members	No of Votes	%	No. of Memb ers	No of Votes	%
Assent	33	4990440	99.99	35	50975391	100	68	55965831	99.99
Dissent	04	2207	0.01	Nil	Nil	Nil	04	2207	0.01
Invalid	Nil	Nil	Nil	1	25	Nil	1	25	Nil
Total	37	4992647	100	36	50975416	100	73	55968063	100

Based on the foregoing, the above **Resolution** may be considered as Passed, as an Ordinary Resolution.

Item No. 5: As Special Resolution.

(To approve the re-appointment of Mr. Nikhil Chaturvedi, as Managing Director for a further period of five years w.e.f. 1 st April 2015.)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Memb ers	No. of Votes	%	No. of Membe rs	No of Votes	%	No. of Memb ers	No of Votes	%
Assent	33	4991840	99.99	29	17170480	100	62	22162320	99.99
Dissent	04	807	0.01	Nil	Nil	Nil	04	807	0.01
Invalid	Nil	Nil	Nil	1	25	Nil	1	25	Nil
Total	37	4992647	100	30	17170505	100	63	22163152	100



HS ASSOCIATES

Based on the foregoing, the above **Resolution** may be considered as Passed, as a Special Resolution.

Item No. 6: As Special Resolution.

(To approve the re-appointment of Mr. Deep Gupta, as Whole time Director for a further period of five years w.e.f. 1 st April 2015.)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	31	4911835	99.99	32	34261946	100	63	39173781	99.99
Dissent	04	807	0.01	Nil	Nil	Nil	04	807	0.01
Invalid	Nil	Nil	Nil	1	25	Nil	1	25	Nil
Total	35	4912642	100	33	34261971	100	68	39174613	100

Based on the foregoing, the above **Resolution** may be considered as Passed, as a Special Resolution.

Item No. 7: As Special Resolution.

(To approve the re-appointment of Mr. Akhil Chaturvedi, as Whole time Director for a further period of five years w.e.f. 1 st April 2015.)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	33	4991840	99.99	30	18670120	100	63	23661960	99.99
Dissent	04	807	0.01	Nil	Nil	Nil	04	807	0.01
Invalid	Nil	Nil	Nil	1	25	Nil	1	25	Nil
Total	37	4992647	100	31	18670145	100	68	23662792	100

Based on the foregoing, the above **Resolution** may be considered as passed, as a Special Resolution.

Countersigned by
For Provogue (India) Limited

Nikhil Chaturvedi

Nikhil Chaturvedi
Managing Director
(As authorized by the Chairman)



For HS Associates

Hemant Shetye
Partner
FCS: 2827
CP: 1483

Date: 1st October, 2015
Place : Mumbai