

Ref: BHRL/COMPLIANCE/CORP/11-12/AJ85

March 30, 2012

BRANDHOUSE
 R E T A I L S

The Manager
 Corporate Services Division
 The Bombay Stock Exchange Limited
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Fort, Mumbai – 400 001
 BSE Scrip Code: 533059

The Manager
 Listing Department
 National Stock Exchange of India Limited
 Exchange Plaza, C/1, Block G, Bandra Kurla Complex,
 Bandra (East), Mumbai – 400 051
 NSE Symbol: BRANDHOUSE

RESULT OF THE POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, approval of the members of Brandhouse Retails Limited ("the Company") was sought through Postal Ballot vide Notice dated February 13, 2012 for passing a Special Resolution under Section 372A of the Act for making further investment(s) in securities of/making loan(s) to/giving guarantee(s)/providing security for the loan(s)/facilities extended to Brandhouse Oviessse Limited, subsidiary of the Company.

The Board of Directors of the Company had, at its meeting held on February 13, 2012, appointed Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Mr. P. N. Parikh has submitted his Report dated March 30, 2012 (copy attached) on Postal Ballots received from the members of the Company. The summary of the said Report is as under:

Particulars	Special Resolution under Section 372A of the Act for making further investment(s) in securities of/making loan(s) to/giving guarantee(s)/providing security for the loan(s)/facilities extended to Brandhouse Oviessse Limited, subsidiary of the Company	
	No. of Ballots	No. of Shares
Total Received	628	3,14,96,999
Less: Invalid	70	1,62,112
Valid	558	3,13,34,887
- Assent	505	3,13,23,061
- Dissent	53	11,826

In view of the fact that the number of votes cast in favour of the resolution being not less than three times the number of votes cast against, the Chairman declared that the Special Resolution under Section 372A of the Act for making further investment(s) in securities of/making loan(s) to/giving guarantee(s)/providing security for the loan(s)/facilities extended to Brandhouse Oviessse Limited, subsidiary of the Company has been passed by the requisite majority.

Copy of the Report on Postal Ballot pursuant to Clause 35A of the Listing Agreement with the Stock Exchanges is also enclosed.

For BRANDHOUSE RETAILS LIMITED


 Pulak Banerjee
 COMPANY SECRETARY

Brandhouse Retails Limited

Sr.No.90/H.No.5, Inga Complex, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 91-22-28250797, Fax: 91-22-28207577
 Regd. Office: B2, 5th Floor, Marathon NextGen, Off G. K. Marg, Lower Parel, Mumbai - 400 013 (India).

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
A 60/1220, Azad Nagar,
Veera Desai Road, Andheri (West),
Mumbai 400 053.
Tel. : 2673 4304 • Telefax : 2673 4305
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

March 30, 2012

To,
Brandhouse Retails Limited
B2, 5th Floor, Marathon Nextgen,
Off G.K. Marg, Lower Parel
Mumbai - 400 013

Kind Attn: Mr. Pulak Banerjee

Sub. : Postal Ballot

Dear Sir,

I refer to the resolution passed by the Board of Directors of Brandhouse Retails Limited on February 13, 2012 in respect of my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Section 372A and other applicable provisions of the Companies Act, 1956 pursuant to the Notice dated February 13, 2012 (copy attached) issued under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 for making further investment(s) in securities of, making loan(s) and/or giving guarantee(s)/providing security for loan(s)/facilities extended to Brandhouse Oviessse Limited, subsidiary of the Company.

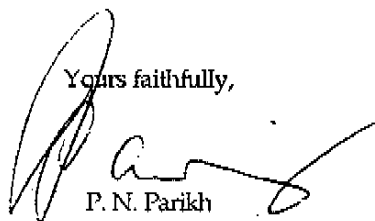
I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders.
- b) The register showing the particulars of the postal ballots processed by the Registrar and Share Transfer Agents of the Company.

I hope you will find the above in order.

Thanking you.

Yours faithfully,


P. N. Parikh
Parikh & Associates

Encl.: As above.

CERTIFIED TRUE COPY



FOR BRANDHOUSE RETAILS LTD..

COMPANY SECRETARY

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
A. 60/1220, Azad Nagar,
Veera Desai Road, Andheri (West),
Mumbai 400 053.
Tel. : 2673 4304 • Telefax : 2673 4305
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To
The Chairman
Brandhouse Retails Limited
B2, 5th Floor, Marathon Nextgen,
Off G.K. Marg, Lower Parel
Mumbai - 400 013

Report of Scrutinizer

I, P. N. Parikh, Company Secretary in whole time practice, having my office at A - 60/1220, Azad Nagar, Veera Desai Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer by the Board of Directors of the Company to conduct the postal ballot process in respect of the Special Resolution under Section 372A and other applicable provisions of the Companies Act, 1956 pursuant to the Notice dated February 13, 2012 (copy attached) issued under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 for making further investment(s) in securities of, making loan(s) and/or giving guarantee(s)/providing security for loan(s)/facilities extended to Brandhouse Overseas Limited, subsidiary of the Company.

I have scrutinized the poll papers and maintained a register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting by postal ballot in respect of the said Special Resolution.



Contd...2

Continuation Sheet

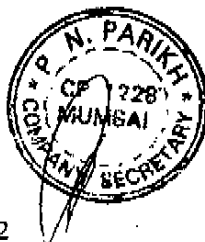
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Special Resolution under Section 372A and other applicable provisions of the Companies Act, 1956 for making further investment(s) in securities of, making loan(s) and/or giving guarantee(s)/providing security for loan(s)/facilities extended to Brandhouse Oviess Limited, subsidiary of the Company.

Sr. No.	Particulars	Result
I	Total Shareholders who exercised their votes through postal ballots	628
II	Total Shareholders whose votes were valid	558
	1.a. Number of Shareholders voted in favour	505
	b. Percentage	90.50
	2. a. Number of Shareholders voted against	53
	b. Percentage	9.50
III	Total number of shares voted	3,14,96,999
IV	Total valid votes (in terms of number of voting rights/ shares through postal ballots)	3,13,34,887
	1.a. Number of votes in favour of the resolution	3,13,23,061
	b. Percentage	99.96
	2. a. Number of votes against the resolution	11,826
	b. Percentage	0.04
V	Invalid Postal Ballots	70
	Number of shares	1,62,112

Place: Mumbai

Dated: March 30, 2012



Signature

Name:

FCS: 327

P. N. Parikh
Scrutinizer
CP: 1228



BRANDHOUSE RETAILS LIMITED

DECLARATION OF RESULT OF VOTING BY POSTAL BALLOT FOR THE SPECIAL RESOLUTION UNDER SECTION 372A OF THE COMPANIES ACT, 1956 FOR MAKING FURTHER INVESTMENT(S) IN SECURITIES OF/MAKING LOAN(S) TO/GIVING GUARANTEE(S)/PROVIDING SECURITY FOR THE LOAN(S)/FACILITIES EXTENDED TO BRANDHOUSE OVIESSE LIMITED, SUBSIDIARY OF THE COMPANY

Date of the Declaration of Result of the Postal Ballot:

March 30, 2012

Total number of shareholders on record date (February 17, 2012):

26,941

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

Promoters and Promoter Group:

NOT APPLICABLE

Public:

NOT APPLICABLE

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group:

NOT APPLICABLE

Public:

NOT APPLICABLE

Details of the Agenda:

Resolution required:

Mode of voting:

SPECIAL RESOLUTION PURSUANT TO SECTION 372A OF THE COMPANIES ACT, 1956
POSTAL BALLOT

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	2,98,72,651	2,95,62,719	98.96	2,95,62,719	-	100.00	-
Public – Institutional holders	1,520	-	-	N.A.	N.A.	N.A.	N.A.
Public-Others	2,37,28,596	17,72,168	7.47	17,60,342	11,826	99.33	0.67
Total	5,36,02,767	3,13,34,887	58.46	3,13,23,061	11,826	99.96	0.04

* No. of Votes Polled include only the Valid Votes and therefore do not include 1,62,112 Invalid Votes received through 70 Postal Ballot Forms.

FOR BRANDHOUSE RETAILS LTD..



[Signature]
COMPANY SECRETARY