

04th September, 2017

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

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

Dear Sir/Madam,

Sub: Notice of the 21st Annual General Meeting of the Company

This is to inform you that, the 21st Annual General Meeting of the Company is scheduled to be held on Thursday, 28th September 2017 at 11.00 a.m. at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (West), Mumbai - 400053. Thus, in compliance with the requirements of Reg. 30 (2) read with Schedule III of the SEBI (LODR) Regulations 2015 a copy of Notice issued including to the Members of the Company is enclosed herewith for your information and record.

You are requested to take note of the same and oblige.

Thanking You

Yours truly,

For Provogue (India) Limited



Vishant Shetty
CS & Compliance Officer

Encl: As above



PROVOGUE (INDIA) LIMITED

CIN: L18101MH1997PLC111924

Regd. Office: 105/106 Provogue House, 1st Floor, Off New Link Road, Andheri (W), Mumbai 400 053

Ph: + 91-22-30680560 Fax: + 91-22-30680570 Email: investorservice@provogue.com

Website: www.provogue.com

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the members of Provogue (India) Limited will be held on Thursday, 28th September 2017 at 11 a.m. at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (West), Mumbai - 400053 to transact the following business:

As ordinary business:

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 2017 including audited Balance Sheet as at 31st March 2017 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 Auditors' thereon.
2. To appoint a Director in place of **Mr. Deep Gupta (DIN: 00004788)**, who retires by rotation and being eligible, offers himself for re-appointment.

3. **To ratify the appointment of Statutory Auditors and fix their remuneration.**

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to the resolution passed in the Annual General Meeting held on 30th September 2014, the appointment of M/s Ajay Shobha & Co., Chartered Accountants (ICAI Firm registration No. 317031E) as the Statutory Auditors of the Company to hold office from the conclusion of the 21st Annual General Meeting until the conclusion of the 22nd Annual General Meeting of the Company, be and is hereby ratified and that the Board of Directors of the Company, be and is hereby authorized to fix the remuneration payable to them for said period."

As Special Business:

4. **To consider and approve the payment of remuneration to the Cost Auditors:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

"Resolved that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby approves

the remuneration of ₹ 75,000 excluding travelling and other out of pocket expenses to be incurred by them for the purposes of conducting the Cost Audit and other taxes at the rates applicable payable to M/s. Ketki D. Visariya & Co. (Firm Registration No. 000362), Cost Accountants, Mumbai, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18."

By Order of the Board of Directors

Provogue (India) Limited

Sd/-

Date: 14th August 2017

Place: Mumbai

Vishant Shetty

Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during business hours on any working day except Saturdays up to the date of this Annual General Meeting of the Company.
4. Corporate Members intending to send their



authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.

5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. 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 the 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.
7. Pursuant to the provisions of IEPF Rules and the applicable provisions of the Companies Act, 2013, the company has transferred the unpaid or unclaimed dividend for the years 2008-09 and prior to that, on due dates to the Investor Education & Protection Fund (IEPF) established by the Central Government. The company has uploaded the details of unpaid and unclaimed dividend amount lying with the company as on 30th September 2016 (date of last Annual General Meeting) on the website of the company www.provogue.com and also on the website of the Ministry of Corporate Affairs.

Members are requested to note that, the MCA vide its Notification dated 5th September 2016 has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February 2017. Pursuant to the provisions of these Rules, shares in respect of whom the dividend hasn't been claimed by the shareholders, shall be credited to a DEMAT Account of the Authority. Accordingly, the Company had issued a notices on 5th December 2016 to individual shareholders who haven't claimed dividend for the last 7 years and also published notices in the newspapers on 7th December 2016 & 24th March 2017, requesting the shareholders to send an application to the Company/RTA for claiming unclaimed dividend for the year 2009-10 onwards (as dividend for the year 2008-09 has already been transferred to the IEPF Account on 17th November 2016). Shareholders are requested to claim the unclaimed dividend so

that the shares will not be transferred to DEMAT Account of IEPF Authority. Please note that no claim shall lie against company in respect of the unclaimed dividend and shares transferred to the IEPF Authority. However, the unclaimed shares and dividend can be claimed from the IEPF by making necessary application in the prescribed Form (IEPF-5) available on the website of Ministry of Corporate Affairs at www.iepf.gov.in.

Members are advised to visit to the website of the Company www.provogue.com/investors to ascertain details of the shares liable for transfer in the name of IEPF Authority.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

Financial Year Ended	Date of declaration of Dividend	Last Date for Claiming Dividend
31.03.2010	24.09.2010	25.10.2017
31.03.2011	23.09.2011	24.10.2018
31.03.2012	28.09.2012	29.10.2019
31.03.2013	30.09.2013	01.10.2020
31.03.2014	Not Declared	Not Applicable
31.03.2015	Not Declared	Not Applicable
31.03.2016	Not Declared	Not Applicable

Members who have not encashed the dividend warrants for the financial year ended 2009-10 and/or any subsequent years are requested to write to the Company giving necessary details along with claimant's proof of identity and address.

8. Details pursuant to Regulations 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. The notice of AGM along with Annual Report for 2016-17 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
10. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its



RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.

12. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of Friday, 25 August 2017.
13. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DPID, and signed. Duplicate attendance slips will not be issued/accepted.
14. **All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.provogue.com. Kindly bring your copy of Annual Report to the meeting.**
15. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
16. No gifts shall be provided to members before, during or after the AGM.
17. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant.
18. Members are requested to notify change of address and update bank accounts details to their respective depository participants directly.
19. A route map showing direction to reach the venue of the 21st AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

20. Voting through electronic means ("Remote E-voting"):

- a. Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules 2014 as amended from time to time and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members the electronic facility to exercise their right to vote at the AGM. The business at the AGM may be transacted through e-voting services provided by the Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/ her/ its discretion, subject to compliance with the instructions prescribed below.
- b. The facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Meeting through polling paper.

The instructions for members voting by remote e-voting are as under:

A. In case of members receiving the Notice of AGM via-email

- i. The remote e-voting period begins on Monday, 25th September, 2017 from 10.00 a.m. and ends on Wednesday, 27th September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 21st September, 2017 may cast their vote by Remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.

Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

Persons who have acquired shares and become members of the Company after the dispatch of the Notice of the AGM but on or before the cut-off date i.e. Thursday, 21st September, 2017, may obtain their user ID and password for e-voting from Company's registrar and transfer Agent, Link Intime India Private Limited or from CDSL. However, if the person is already registered with CDSL for remote e-voting then the existing User ID and Password can be used for remote e-voting.



- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	- Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker on envelop of this report
Dividend Bank details OR DOB	- Enter the Dividend Bank Details or 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. - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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 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.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the PROVOGUE (INDIA) LIMITED.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Voting by using mobile application:

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- xix. Note for Non -- Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual

available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of the Notice of AGM:

Members holding shares in either Demat or physical mode who are in receipt of Notice of AGM in physical form may opt for e-voting. Please follow steps from sr. no. (i) to (xix) under the heading "A" above to vote through e-voting platform.

In the event a member casts his votes through both processes i.e. e-voting and Polling Paper, the votes casted through the e-voting system would be considered, and the Polling Paper would be disregarded.

The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.provogue.com and on the website of CDSL, i.e. www.evotingindia.com within two days of the passing of the resolutions at the 21st AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT 21ST ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]

Name of the Director	Mr. Deep Gupta
Date of Birth	24.10.1968
Date of first appointment	17.11.1997
Qualification	MBA
Shareholding of directors	56,73,445 equity shares
Directors Inter-se relationship	N.A.
Years of experience	17+
No. of Board Meeting attended in FY	4
Area of expertise	Mr. Deep Gupta is a co-founder, Mr. Deep leads finance, administration and legal teams for the Company, involving the development of human resources, IT, Investment policy and new product category incubation.

Directorships held in public Companies including private companies which are subsidiaries of public companies (excluding foreign and private companies) and details of memberships and chairmanships in Committees (includes only Audit Committee and Stakeholders' Relationship Committee)

Name of Company	Details of Committee and position
Provogue (India) Limited	Member- Stakeholders' Relationship Committee
Acme Advertisements Private Limited	Nil
Brightland Developers Private Limited	Nil
Proflippers India Private Limited	Nil
Sporting and Outdoor Ad Agency Private Limited	Nil

By Order of the Board of Directors
Provogue (India) Limited
Sd/-

Vishant Shetty
Company Secretary

Date: 14th August 2017
Place: Mumbai



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4

Pursuant to Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee, the Board of Directors have approved the appointment of M/s. Ketki D. Visariya & Co. (Firm Registration No. 000362) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2017-18, at a remuneration of ₹ 75,000/- excluding travelling and other out of pocket expenses to be incurred by them for the purposes of conducting the Cost Audit and other taxes at the rates applicable. M/s. Ketki D. Visariya & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 2013.

The Board recommends the Resolution at item No. 4 of the accompanying Notice for ratification by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

**By Order of the Board of Directors
Provogue (India) Limited**

**Date: 14th August 2017
Place: Mumbai**

**Sd/-
Vishant Shetty
Company Secretary**



ROUTE MAP TO THE AGM VENUE

