

Provogue (India) Ltd.

Regd. Office : 105/106, Provogue House, Off New Link Road, Andheri (w), Mumbai - 400053, India

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CIN : L18101MH997PLC111924

Email: investorservice@provogue.com **Website:** www.provogue.com, CIN: L18101MH1997PLC111924

Dated: 28th March 2016

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,

Subject: Announcement of Postal Ballot Results – Regulation 44 of SEBI (LODR) Regulations, 2015

Further to our intimation dated 25th February 2016 made in compliance with Regulation 30 of SEBI (LODR) Regulations, 2015 submitting copies of Postal Ballot Notice and Form dispatched to the shareholders of the Company, please find enclosed herewith result of Postal Ballot in prescribed format declaring the resolution is passed as Special Resolution along with Scrutinizer's Report issued by Mr. Hemant Shetty, Partner of M/s. HS Associates, Practicing Company Secretaries, the Scrutinizer.

Kindly take the same on your record and oblige.

Thanking you,

Yours truly

For Provogue (India) Limited



Vishant Shetty

CS & Compliance Officer

Encl. as above



PROVOGUE (INDIA) LIMITED
Postal Ballot result- Regulation 44 of SEBI (LODR) Regulations 2015

Date of the AGM/EGM	26.03.2016 (Being date of announcement of Postal Ballot result)
Total number of shareholders on record date	32865
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable

Resolution No. 1 :				Conversion of Debt into Equity pursuant to Strategic Debt Restructuring Scheme				
Resolution required: (Ordinary/ Special):				Special				
Whether promoter/ promoter group are interested in the agenda/ resolution:				No				
Category	Mode of Voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47167314	31912832	67.66	31912832	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		15252862	32.34	15252862	0	100.00	0.00
	Total (a)	47167314	47165694	99.997	47165694	0	100.00	0.00
Public- Institutions	E-Voting	6638941	736480	11.09	0	736480	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		5415000	81.56	5415000	0	100.00	0.00
	Total (b)	6638941	6151480	92.66	5415000	736480	88.03	11.97
Public- Non Institutions	E-Voting	60550840	50266	0.08	44249	6017	88.03	11.97
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		6019000	9.94	6018795	205	100.00	0.00
	Total (c)	60550840	6069266	10.02	6063044	6222	99.90	0.10
Total (a) + (b) + (c)		114357095	59386440	51.93	58643738	742702	98.75	1.25



[Handwritten signature]

SCRUTINIZER'S REPORT

To,
The Managing Director,
Provogue (India) Limited
105/106, Off New Link Road, Andheri (West),
Mumbai - 400 053.

Subject: Scrutinizer's Report - Results of Postal Ballot - Regulation 44 of SEBI (LODR) Regulations 2015

With reference to my appointment as Scrutiniser for conducting the postal ballot process of the Company for seeking approval of members by passing Special Resolution for Conversion of Debt into Equity pursuant to Strategic Debt Restructuring Scheme, I hereby submit my report on the result of the votes casted by shareholders of the Company as under:

1. The Company has completed the dispatch of postal ballot forms along with notice and postage prepaid business reply envelope to its members on 25th February 2016, whose name(s) appeared on the Register of Members/list of beneficiaries on 19th February 2016
2. Particulars of all the Postal Ballot forms received from the Members have been entered in a separate register maintained for the purpose.
3. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. All postal Ballot forms received upto the close of working hours (i.e. 5.00 p.m.) on 26th March 2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. The Ballot box was opened on 26th March 2016 in my presence.
6. The Postal Ballot forms were duly opened in my presence and were scrutinized. The shareholding mention on forms by shareholders was confirmed with the Register of Members of the Company/ list of beneficiaries as on 19th February 2016.
7. The results of e-vote casted by the shareholders through e-voting facilities have been downloaded from e-voting website www.evotingindia.com in my presence and consolidated with results of postal ballot by me.



HS ASSOCIATES

A summary of the voting through postal ballot and e-voting are as follows:

Description of Special Resolution: Conversion of Debt into Equity pursuant to Strategic Debt Restructuring Scheme.			
Particulars	No. of Postal Ballot forms and e-votes	No. of shares	% of the total paid up equity capital
(a) Total Voting through Postal Ballot Forms	30	26686862	23.34%
(b) Less: Invalid Postal Ballot Forms	0	0	0.00%
(c) Total valid Postal Ballot Forms; [(a) - (b)]	30	26686862	23.34%
(d) Total votes casted through e-voting	66	32699578	28.59%
(e) Less: Invalid e-voting	0	0	0.00%
(f) Total valid e-voting [(d) - (e)]	66	32699578	28.59%
(g) Total valid votes through Postal ballot forms and e-voting [(c) + (f)]	96	59386440	51.93%
Votes in favor of special resolution	84	58643738	51.29%
Votes against the special resolution	12	742702	0.64%

Thus I hereby declare that the aforesaid Special Resolution was passed by 98.75% of total valid votes voted through postal ballot & e-voting.

I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Nikhil Chaturvedi, Managing Director of the Company authorised by the Company to supervise the postal ballot process.

Thanking you,

Yours truly,

For Provogue (India) Limited

N Chaturvedi

Director / Authorised Signatory

Momant Shetye

Partner- HS Associates

Practicing Company Secretaries

Scrutiniser

Date: 26.03.2016

Place: Mumbai