

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 : L18101MH1997PLC111924

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

Dated: 26th July 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 24th June 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. Nitin Sarfare, 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			26.07.2016 (Being the date of announcement of Postal Ballot result)					
Total number of shareholders on record date			32886					
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group			Not Applicable					
Public								
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group			Not Applicable					
Public								
Resolution No. 1 : Grant of loans or extending guarantee or providing securities or making investments in excess of limit specified under section 186 of the Companies Act 2013								
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
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	47172999	31918517	67.66	31918517	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		12539640	26.58	12539640	0	100.00	0.00
Total (a)		47172999	44458157	94.245	44458157	0	100.00	0.00
Public- Institutions	E-Voting	6638941	736480	11.09	736480	0	100.00	0.00
	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	6151480	0	100.00
Public- Non Institutions	E-Voting	60545155	59612	0.10	57938	1674	97.19	2.81
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		6001331	9.91	6000331	1000	99.98	0.02
	Total (c)		60545155	6060943	10.01	6058269	2674	99.96
Total (a) + (b) + (c)		114357095	56670580	49.56	56667906	2674	100.00	0.00



Resolution No. 2 : To issue equity shares to lenders pursuant to Strategic Debt Restructuring (SDR) scheme									
Resolution required: (Ordinary/ Special): Whether promoter/ promoter group are interested in the agenda/ resolution:									
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	47172999	31918517	67.66	31918517	0	100.00	0.00	
	Poll		0	0	0	0	0.00	0.00	
	Postal Ballot (if applicable)		12539640	26.58	12539640	0	100.00	0.00	
	Total (a)	47172999	44458157	94.245	44458157	0	100.00	0.00	
Public- Institutions	E-Voting	6638941	736480	11.09	736480	0	100.00	0.00	
	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	6151480	0	100.00	0.00	
Public- Non Institutions	E-Voting	60545155	60112	0.10	59056	1056	98.24	1.76	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		6001331	9.91	6000331	1000	99.98	0.02	
	Total (c)	60545155	6061443	10.01	6059387	2056	99.97	0.03	
Total (a) + (b) + (c)		114357095	56671080	49.56	56669024	2056	100.00	0.00	



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 Resolutions for:-

- Grant of Loans or extending guarantee or providing securities or making investments in excess of limit specified under section 186 of the Companies Act 2013
- Issue Equity Shares to Lenders pursuant to Strategic Debt Restructuring (SDR) Scheme

I hereby submit my report on the result of the votes casted by shareholders of the Company as under:

1. The Company completed on 23rd June 2016, the dispatch of postal ballot forms along with notice and postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/list of beneficiaries on 17th June 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 up to the close of working hours (i.e. 5.00 p.m.) on 24th July 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 25th July 2016 in my presence.

For Provogue (India) Limited


Director / Authorised Signatory



6. The Postal Ballot forms were duly opened in my presence and were scrutinized. The shareholding mentioned on forms by shareholders was confirmed with the Register of Members of the Company/ list of beneficiaries as on 17th June 2016.
7. No envelopes containing Postal Ballot forms received after 24th July 2016.
8. 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.

A summary of the voting through postal ballot and e-voting is attached as Annexure I

For Provogue (India) Limited


Director / Authorised Signatory



Description of Special Resolution 1:

Grant of Loans or extending guarantee or providing securities or making investments in excess of limit specified under section 186 of the Companies Act 2013

Description of Special Resolution 2:

Issue Equity Shares to Lenders pursuant to Strategic Debt Restructuring (SDR) Scheme

Particulars	No. of Postal Ballot forms and e-votes	No. of shares	% of the total paid up equity capital	% of total votes polled	No. of Postal Ballot forms and e-votes	No. of shares	% of the total paid up equity capital	% of total votes polled
Resolution 1					Resolution 2			
(a) Total Voting through Postal Ballot Forms	12	23955971	20.95%	42.27%	12	23955971	20.949%	42.27%
(b) Less: Invalid Postal Ballot Forms /Unvoted/Dissent Voting	1	1000	0.00%	0.00%	1	1000	0.001%	0.00%
(c) Total valid Postal Ballot Forms; [(a) - (b)]	11	23954971	20.95%	42.27%	11	23954971	20.95%	42.27%
(d) Total votes casted through e-voting	59	32715109	28.61%	57.73%	59	32715109	28.61%	57.73%
(e) Less: Invalid e- voting/ Unvoted/Dissent Voting	10	2174	0.00%	0.00%	8	1056	0.001	0.00%
(f) Total valid e-voting [(d) - (e)]	49	32712935	28.61%	57.73%	51	32714053	28.61%	57.73%
(g) Total votes through Postal ballot forms and e-voting [(a) + (d)]	71	56671080	49.56%	100%	71	56671080	49.55%	100%
Votes in favor of special resolution	60	56667906	49.55%	99.99%	62	56669024	49.55%	99.99%
Votes against the special resolution	11	3174	0.01%	0.01%	9	2056	0.001%	0.01%

For Provoke (India) Limited

For Provogue (India) Limited



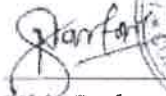
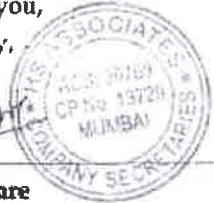
Director ' Authorised Signatory


Thus I hereby declare that the aforesaid Special Resolutions were passed by requisite majority.

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,

Nitin Sarfare

Partner- HS Associates

Practicing Company Secretaries

Scrutiniser

Date: 25th July 2016

Place: Mumbai

For Provogue (India) Limited


Director/ Authorised Signatory