MRVL
MANDHANA RETAIL VENTURES LTD.
CIN : L52390MH2011PLC213349
Registered Office: Plot No. E-132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist: Palghar- 401 506

29th November, 2020

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

Dear Sir/Madam,

Sub: Revised Scrutinizer Report on the voting for the 9th Annual General Meeting ('AGM' / 'Meeting') of the Company held on Saturday, 28th November, 2020, at 11:30 a.m. through Video Conference ('VC')/ Other Audio Visual Means ('OAVM')

Ref: Our letter dated 28th November, 2020 and BSE Scrip Code - 540210 & NSE Symbol - TMRVL

This has reference to our letter dated 28th November, 2020 ('said letter), intimating to Stock Exchanges about the voting results for the AGM held on 28th November, 2020 and submitting the report of the scrutinizer for the entire voting process of the AGM along with the aforesaid letter.

In this regard, kindly note that the Scrutinizer has inadvertently omitted to mention the Unique Document Identification Number ('UDIN') on the scrutinizer report which was submitted to the Stock Exchanges along with the aforesaid letter.

Therefore, we are submitting herewith the revised scrutinizer report containing the UDIN on the same. Please note that except the UDIN, all other details as mentioned in our aforesaid letter (viz., voting results) and the scrutinizer report remains unchanged.

Kindly take the above on your records and oblige.

Thanking you.

Yours faithfully,
for **THE MANDHANA RETAIL VENTURES LIMITED**

The Mandhana Retail Ventures Limited * Mumbai *

MANISH MANDHANA
(Chief Executive Officer)

Encl.: As above.

Nitin R. Joshi

B.COM., LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY

415, Marathon Max, Next to UdyogKshetra, Jn. of L.B.S. Marg&Goregaon Link Road, Mulund (W), Mumbai-400 080. Tel. 2562 5660/61 Cell 98201 29178

CONSOLIDATED SCRUTINIZER'S REPORT
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman of the Ninth Annual General Meeting ('AGM'/'Meeting') of the Equity Shareholders of The Mandhana Retail Ventures Limited held on Saturday, 28th day of November, 2020, at 11.30 a.m. through video conferencing ('VC') /other audio visual means ('OAVM').

Dear Sir,

I, Nitin R. Joshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of The Mandhana Retail Ventures Limited ('the Company') for the purpose of scrutinizing the entire-voting process and ascertaining the requisite majority of the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, on the resolutions contained in the notice of the Ninth Annual General Meeting of the Members of the Company. The Chairman of the Annual General Meeting (the Meeting) had also provided e-voting facility to the shareholders present at the Annual General Meeting through VC/OAVM and who have not cast their vote earlier through remote e-voting ('e-voting') to vote on the resolutions contained in the notice of the Ninth Annual General Meeting of the Members of the Company.

The AGM was held through VC/ OAVM without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred as 'Circulars').

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder, relating to e-voting and e-voting process during the AGM on the resolutions contained in the Notice of the AGM of the Members of the Company. My responsibility as scrutinizers for the e-voting process and e-voting carried out at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice of AGM, based on the

reports generated from the e-voting system provided by Link Intime India Private Limited ('LIIPL'), the Registrar & Share Transfer Agent, engaged by the Company to provide e-voting facilities to the Members and e-voting during the AGM.

Further to above, I submit my report as under:

1. The Company had provided the e-voting facility through LIIPL website https://instavote.linkintime.co.in. The Company had uploaded the AGM Notice containing all the items of businesses to be transacted on the website of the Company and also on LIIPL website for perusal by Members.

2. The Notice of the AGM was sent to the Members along with the Annual Report 2019-20 of the Company through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with aforesaid Circulars., contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014) ('Rules') as amended.

3. As prescribed in the said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of AGM Notice. The Company has also published the advertisements, in accordance with the provisions of the aforesaid Circulars.

4. Voting rights of Members have been reckoned in proportion to their shareholding in the paid-up equity share capital of the Company as on the close of the business hours on Saturday, November 21, 2020.

5. The remote e-voting commenced from 25.11.2020 (09:00 a.m. IST) and concluded on 27.11.2020 (05:00 p.m. IST).

6. At the AGM, the Chairman, after the discussions on all matters included in the said notice were over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through e-voting at the AGM.

7. After the closure of e-voting at the Annual General Meeting, the report on voting done at the Annual General Meeting and votes cast under remote e-voting facility prior to the Annual General Meeting, were unblocked and were counted.

8. I have scrutinised and reviewed the remote e-voting prior and during Annual General Meeting and votes cast therein based on the data downloaded from LIIPL e-voting system.

9. I now submit my Consolidated Report as under on the result of the remote e-voting and e-voting at the AGM in respect of the said resolutions.

Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
				No. of members voting	No. of votes	% of the total number of valid votes cast (favour and Against)	No. of members voting	No. of votes	% of the total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes
1	Adoption of the Audited Financial Statement of the Company for the financial year ended 31.03.2020.	Ordinary	e-voting	37	7747812	-	-	-	-	-	-
			Poll*	4	736	-	-	-	-	-	-
			Total	**41**	**7748548**	**100**	-	-	-	-	-
2	Re-appointment of Mr. Priyavrat P. Mandhana (DIN: 02446722) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.	Ordinary	e-voting	28	4914604	-	-	-	-	-	-
			Poll*	4	736	-	-	-	-	-	-
			Total	**32**	**4915340**	**100**	-	-	-	-	-
3	Appointment of Mr. Mitesh Shah (DIN: 7202696) as an Independent Director.	Ordinary	e-voting	37	7747812	-	-	-	-	-	-
			Poll*	4	736	-	-	-	-	-	-
			Total	**41**	**7748548**	**100**	-	-	-	-	-
4	Appointment of Mr.Mullapudi Venkatapattabhi Hanumantha Rao (DIN: 0008912400) as an Independent Director.	Ordinary	e-voting	37	7747812	-	-	-	-	-	-
			Poll*	4	736	-	-	-	-	-	-
			Total	**41**	**7748548**	**100**	-	-	-	-	-

**Votes mentioned are the votes casted electronically through e-voting during the AGM.*

Consolidated list of Members for both, remote e-voting as well as e-voting at the AGM containing details of Members who voted 'FOR', 'AGAINST' and those whose votes which were considered as invalid along with all other relevant records, shall remain in my custody until Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter, I shall return the related papers to the Company.

Thanking you,

Yours faithfully,

NITIN RAMNIKLAL JOSHI
Digitally signed by NITIN RAMNIKLAL JOSHI
Date: 2020.11.29 11:35:56 +05'30'

(NITIN R. JOSHI)
Practicing Company Secretary
FCS 3137 CP 1884
UDIN number F003137B001345907

Place: Mumbai
Date: November 29, 2020

Countersigned by

Priyavrat P. Mandhana
(Executive Director)

The Mandhana Retail Ventures Limited * Mumbai *