PROVOGUE

28th 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

Subject: Details of voting results of 21st Annual General Meeting – Regulation 44 (3) of the SEBI (LODR) Regulations 2015

Pursuant to Regulation 44 (3) of the SEBI (LODR) Regulations 2017, we enclose herewith the details of the voting results and a Scrutinizer's Report of the 21st Annual General Meeting of the Company held on Thursday, the 28th September 2017.

Kindly take this on your record and oblige

Thanking you,

Yours truly,
For Provogue (India) Limited

Provogue (India) Limited Mumbai

Vishant Shetty
CS & Compliance Officer
Encl: As above

PROVOGUE (INDIA) LIMITED

Regulation 44 of SEBI (LODR) Regulations 2015 - Voting result of resolutions passed at AGM held on 28th September 2017

Date of the AGM/~~EGM~~	**28.08.2017**
Total number of shareholders on record date	**31181**
No. of shareholders present in the meeting either in person or through proxy:	**58**
Promoters and Promoter Group	12
Public	46
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group	NA
Public	NA

Resolution No. 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

Resolution required: (Ordinary/ Special):	**Ordinary**
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	47172999	34631739	73.41	34631739	0	100.00	0.00
	Poll		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (a)	**47172999**	**47171379**	**100.00**	**47171379**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (b)	**125673673**	**12962512**	**10.31**	**12962512**	**0**	**0.00**	**0.00**
Public- Non Institutions	E-Voting	60535155	51111	0.08	45806	5305	89.62	10.38
	Poll		1995	0.00	1995	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (c)	**60535155**	**53106**	**0.09**	**47801**	**5305**	**90.01**	**9.99**
Total (a) + (b) + (c)		**233381827**	**60186997**	**25.79**	**60181692**	**5305**	**99.99**	**0.01**



Resolution No. 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								
Resolution required: (Ordinary/ Special):				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution:				Yes				
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	34631739	73.41	34631739	0	100.00	0.00
	Poll		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (a)	**47172999**	**47171379**	**99.99**	**47171379**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (b)	**125673673**	**12962512**	10.31	**12962512**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	60535155	51111	0.08	45806	5305	89.62	10.38
	Poll		1995	0.00	1995	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (c)	**60535155**	**53106**	**0.09**	**47801**	**5305**	**90.01**	**9.99**
Total (a) + (b) + (c)		**233381827**	**60186997**	**25.79**	**60181692**	**5305**	**99.99**	**0.01**

Resolution No. 3 : To ratify the appointment of Statutory Auditors and fix their remuneration								
Resolution required: (Ordinary/ Special):				Ordinary				
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	47172999	34631739	73.41	34631739	0	100.00	0.00
	Poll		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (a)	**47172999**	**47171379**	**100.00**	**47171379**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (b)	**125673673**	**12962512**	**10.31**	**12962512**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	60535155	51111	0.08	50396	715	98.60	1.40
	Poll		1995	0.00	1995	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (c)	**60535155**	**53106**	**0.08**	**52391**	**715**	**98.65**	**1.35**
Total (a) + (b) + (c)		**233381827**	**60186997**	**25.79**	**60186282**	**715**	**99.99**	**0.01**

Resolution No. 4 : To consider and approve the payment of remuneration to the Cost Auditors								
Resolution required: (Ordinary/ Special):				Ordinary				
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	47172999	34631739	73.41	34631739	0	100.00	0.00
	Poll		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (a)	**47172999**	**47171379**	**100.00**	**47171379**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (b)	**125673673**	**12962512**	10.31	**12962512**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	60535155	51111	0.08	45806	5305	89.62	10.38
	Poll		1995	0.00	1995	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (c)	**60535155**	**53106**	**0.09**	**47801**	**5305**	**90.01**	**9.99**
Total (a) + (b) + (c)		**233381827**	**60186997**	**25.79**	**60181692**	**5305**	**99.99**	**0.01**



HS ASSOCIATES
COMPANY SECRETARIES

NITIN SARFARE (Partner)
B.COM, A.C.S
COMPANY SECRETARY

206, 2nd Floor, Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel (E), Mumbai - 400 011.
Tel: 022 23088998/23008998/40026600/40061100
Email: nitin@hsassociates.net
www.hsassociates.net

To,
Managing Director
PROVOGUE (INDIA) LIMITED
105/106, Provogue House,1st Floor,
Off New Link Road, Andheri West,
Mumbai Maharashtra - 400053

Dear Sir,

Re: Consolidated Scrutinizer's Report on voting through remote e-voting and physical ballot forms in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. I, Nitin Sarfare, Partner of M/s. HS Associates, Practicing Company Secretaries, appointed as scrutinizer in the meeting of Board of Directors of the Company held on 14th August, 2017 to conduct the following: -

Remote e-voting process and to scrutinize the **Physical Ballot Forms** received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, 25th September, 2017 at 10:00 am and ended on Wednesday, 27th September, 2017, at 5:00 pm and the CDSL remote e-voting platform was blocked thereafter.

C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted. Votes cast through Physical Ballot Forms received up to 5:00 pm on Wednesday, 27th September, 2017 were considered.

D. The Company had also provided voting by Physical Ballot Forms to the members who do not have access to remote e-voting.

HS ASSOCIATES ★ ACS: 36769 CP No. 13729 MUMBAI ★ COMPANY SECRETARIES

E. After the closure of the voting at the Annual General Meeting, the report on voting done, was generated in my presence and the voting was diligently scrutinized.

F. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and Physical Ballot Forms received respectively.

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting through Physical Ballot Forms in respect of the following resolutions: -



Mode of voting: E-voting and Ballot:

Resolution 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.*								
Resolution Required: (Ordinary or *Special*)			**Ordinary**					
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 & Promoter Group	E-voting	47172999	34631739	73.41	34631739	0	100.00	0.00
	Poll #		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**47171379**	**99.99**	**47171379**	**0**	**100.00**	**0.00**
Public Institution	E-voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**12962512**	**10.31**	**12962512**	**0**	**100.00**	**0.00**
Public Non-Institution	E-voting	60535155	51111	0.08	45806	5305	89.62	10.38
	Poll #		1995	0.00	1995	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.0000	0.00
	Total		**53106**	**0.08**	**47801**	**5305**	**90.01**	**9.99**
Total		**233381827**	**60186997**	**25.79**	**60181692**	**5305**	**99.99**	**0.01**

 # since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.

HS ASSOCIATES ★ COMPANY SECRETARIES ★ ACS: 36769 CP No. 13729 MUMBAI

Resolution 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.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution			Yes					
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 & Promoter Group	E-voting	47172999	34631739	73.41	34631739	0	100.00	0.00
	Poll #		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**47171379**	**99.99**	**47171379**	**0**	**100.00**	**0.00**
Public Institution	E-voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**12962512**	**10.31**	**12962512**	**0**	**100.00**	**0.00**
Public Non-Institution	E-voting	60535155	51111	0.08	45806	5305	89.62	10.38
	Poll #		1995	0.00	1995	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.0000	0.00
	Total		**53106**	**0.08**	**47801**	**5305**	**90.01**	**9.99**
Total		**233381827**	**60186997**	**25.79**	**60181692**	**5305**	**99.99**	**0.01**

 # since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.



Resolution 3: To ratify the appointment of Statutory Auditors and fix their remuneration.								
Resolution Required: (Ordinary or Special)			Ordinary					
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 & Promoter Group	E-voting	47172999	34631739	73.41	34631739	0	100.00	0.00
	Poll #		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**47171379**	**99.99**	**47171379**	**0**	**100.00**	**0.00**
Public Institution	E-voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**12962512**	**10.31**	**12962512**	**0**	**100.00**	**0.0000**
Public Non-Institution	E-voting	60535155	51111	0.08	50396	715	98.60	1.40
	Poll #		1995	0.00	1995	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**53106**	**0.08**	**52391**	**715**	**98.65**	**1.35**
Total		**233381827**	**60186997**	**25.79**	**60186282**	**715**	**99.99**	**0.01**

 # since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.



Resolution 4: To consider and approve the payment of remuneration to the Cost Auditors								
Resolution Required: (Ordinary or Special)			Ordinary					
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 & Promoter Group	E-voting	47172999	34631739	73.41	34631739	0	100.00	0.00
	Poll #		12539640	26.58	12539640	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**47171379**	**99.99**	**47171379**	**0**	**100.00**	**0.00**
Public Institution	E-voting	125673673	12962512	10.31	12962512	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**12962512**	**10.31**	**12962512**	**0**	**100.00**	**0.00**
Public Non-Institution	E-voting	60535155	51111	0.08	45806	5305	89.62	10.38
	Poll #		1995	0.00	1995	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.0000	0.00
	Total		**53106**	**0.08**	**47801**	**5305**	**90.01**	**9.99**
Total		**233381827**	**60186997**	**25.79**	**60181692**	**5305**	**99.99**	**0.01**

 # since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.



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 to supervise the postal ballot process.

All the aforesaid resolutions were passed with requisite majority.

For HS Associates,
Company Secretaries,



Nitin Sarfare,
Partner
ACS. - 36769/CP No. - 13729
Date: - 29th September 2017
Place: - Mumbai