

Provogue (India) Limited

Clause 35A - Voting results of resolutions passed at AGM held on 30th September 2014

Date of the AGM	30th September 2014
Total number of shareholders on record date/ cut off date	34789
No. of shareholders present in the meeting either in person or through proxy:	-
(i) Promoters and Promoter Group	7
(ii) Public	44
No. of Shareholders attended the meeting through Video Conferencing:	-
(i) Promoters and Promoter Group	Not Applicable
(ii) Public	Not Applicable

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
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Ordinary Resolution No. 1: Adoption of the audited Balance Sheet as at 31st March, 2014, the Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.0000
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.0000
Public-Others	50698877	6030408	11.89	6029708	700	99.99	0.0116
Total	114357095	64761928	56.63	64761228	700	99.999	0.0011

Ordinary Resolution No. 2 : Appointment of a Director in place of Mr. Deep Gupta (DIN: 00004788), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.0000
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.0000
Public-Others	50698877	6030408	11.89	6029657	751	99.99	0.0125
Total	114357095	64761928	56.63	64761177	751	99.999	0.00116

Ordinary Resolution No. 3: Appointment of M/s Ajay Shobha & Co., Chartered Accountants (Firm Registration No. 317031E) as sole Statutory Auditors to hold the office from the conclusion of 18th AGM to 22nd AGM and fixation of their remuneration

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.00
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.00
Public-Others	50698877	6030408	11.89	6029657	751	99.99	0.01
Total	114357095	64761928	56.63	64761177	751	99.999	0.001

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Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
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Ordinary Resolution No. 4 : Appointment of Mr. Dinesh Arya as an Independent Director for a period of consecutive five years from 26th May 2014 to 25th May 2019

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.00
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.00
Public-Others	50698877	6030408	11.89	6029707	701	99.99	0.01
Total	114357095	64761928	56.63	64761227	701	99.999	0.001

Ordinary Resolution No. 5 : Appointment of Mr. Hetal Hakani as an Independent Director for a period of consecutive five years from 26th May 2014 to 25th May 2019

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.00
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.00
Public-Others	50698877	6030408	11.89	6029707	701	99.99	0.01
Total	114357095	64761928	56.63	64761227	701	99.999	0.001

Special Resolution No. 6 : Approval of borrowing limits of the Company pursuant to section 180(1)(c) of the Companies Act, 2013

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.00
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.00
Public-Others	50698877	6030408	11.89	6024782	5626	99.91	0.09
Total	114357095	64761928	56.63	64756302	5626	99.99	0.01

Special Resolution No. 7 : Creation of mortgage and charge over the properties of the Company pursuant to section 180(1)(a) of the Companies Act, 2013

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.00
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.00
Public-Others	50698877	6030408	11.89	6024771	5637	99.91	0.09
Total	114357095	64761928	56.63	64756291	5637	99.99	0.01

Ordinary Resolution No. 8: Approval of payment of Remuneration to the Cost Auditors- M/s Ketki D. Visariya & Co.

Promoter and Promoter Group	53318640	53316520	100.00	53316520	0	100.00	0.00
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.00
Public-Others	50698877	6030408	11.89	6028896	1512	99.97	0.03
Total	114357095	64761928	56.63	64760416	1512	99.998	0.002

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Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
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Special Resolution No. 9: Approval of payment of remuneration by Provogue Personal Care Private Limited (PPCPL), WOS to Mr. Akhil Chaturvedi appointed as Whole time Director in case of inadequacy of profit in PPCPL

Promoter and Promoter Group	53318640	53291520	99.95	53291520	0	100.00	0.00
Public Institutional Holders	10339578	5415000	52.37	5415000	0	100.00	0.00
Public-Others	50698877	6030408	11.89	6028845	1563	99.97	0.03
Total	114357095	64736928	56.61	64735365	1563	99.998	0.002

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To,
Mr. Dinesh Arya
(Chairman)
Provogue (India) Limited
105/106, Provogue House, 1st Floor,
Off New Link Road, Andheri (West),
Mumbai- 400053,

Dear Sir,

The results of the E-Voting & Ballot are as under,

ANALYSIS OF RESULT

Agenda No.	1			
Resolution	To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes(includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	62	64761228	99.99
e.	Number of electronic votes cast against / dissented to the Resolution	02	700	0.01



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Agenda No.	2			
Resolution	To appoint a Director in place of Mr. Deep Gupta (holding DIN 00004788), who retires by rotation and being eligible, offers himself for re-appointment			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes(includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	60	64761177	99.99
e.	Number of electronic votes cast against / dissented to the Resolution	4	751	0.01
Agenda No.	3			
Resolution	To appoint Statutory Auditors and fix their remuneration			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes (includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this	60	64761177	99.99



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	Resolution			
e.	Number of electronic votes cast against / dissented to the Resolution	4	751	0.01
Agenda No.	4			
Resolution	Appointment of Mr. Hetal Hakani as an Independent Director of the Company			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes (includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	61	64761227	100
e.	Number of electronic votes cast against / dissented to the Resolution	3	701	0.01
Agenda No.	5			
Resolution	Appointment of Mr. Dinesh Arya as an Independent Director of the Company			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	



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c.	Net number of valid electronic votes(includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	61	64761227	100
e.	Number of electronic votes cast against / dissented to the Resolution	3	701	0.01
Agenda No.	6			
Resolution	Borrowing Limits of the company.			
Type of Resolution	special Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes(includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	55	64756302	99.99
e.	Number of electronic votes cast against / dissented to the Resolution	9	5626	0.01
Agenda No.	7			
Resolution	Creation of mortgage and charge over the properties of the Company pursuant to section 180(1)(a) of the Companies Act, 2013.			
Type of Resolution	Special Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid



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				shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes(includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	55	64756291	99.99
e.	Number of electronic votes cast against / dissented to the Resolution	9	5637	0.01
Agenda No.	8			
Resolution	Payment of Remuneration to the Cost Auditors.			
Type of Resolution	ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	64	64761928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes(includes physical ballot)	64	64761928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	59	64760416	100
e.	Number of electronic votes cast against / dissented to the Resolution	5	1512	0.01




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Agenda No.	9			
Resolution	Approval of payment of remuneration by Provogue Personal Care Private Limited, WOS to Mr. Akhil Chaturvedi appointed as Whole time Director in case of inadequacy of profit in subsidiary company.			
Type of Resolution	special Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received (includes physical ballot)	63	64736928	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes(includes physical ballot)	63	64736928	100
d.	Number of electronic votes cast in favour of/ assented to this Resolution	56	64735365	100
e.	Number of electronic votes cast against / dissented to the Resolution	7	1563	0.01

Thanking You,

Place: Mumbai
Date: 1ST October, 2014


 For HS Associates
 Hemant Shetye,
 Partner,
 ACS 2827
 CP 1483