

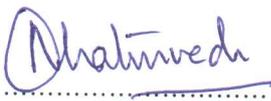
Provogue (India) Ltd.

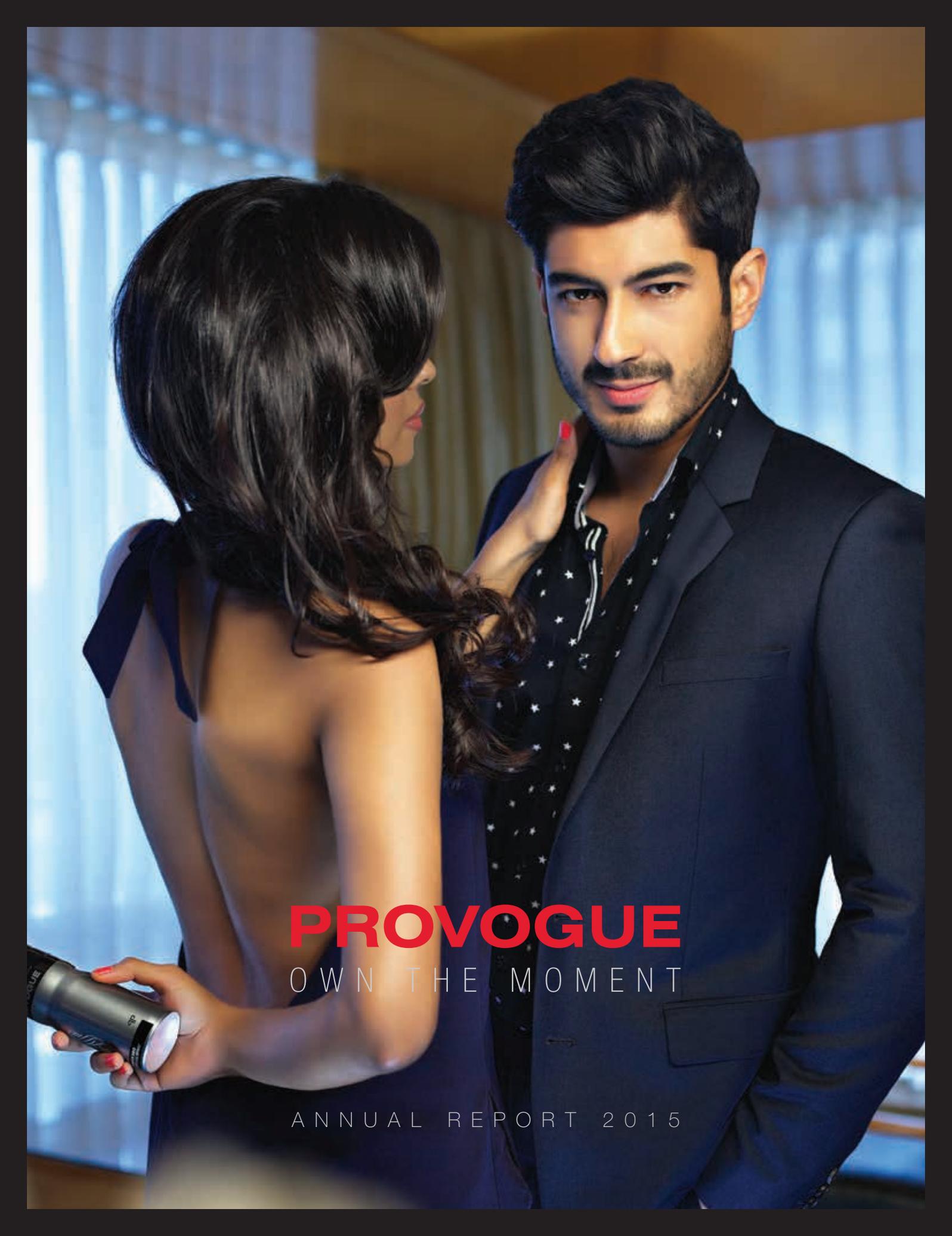
Regd. Office : 105/106, Provogue House, Off New Link Road, Andheri (w), Mumbai - 400053. India
Tel.: +91 22 30653111/222 | Fax : +91 22 30680570
CIN : L18101MH997PLC111924

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

Form A

Covering letter of Annual Audit Report to be filed with Stock Exchanges

1.	Name of the Company	Provogue (India) Limited
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	<p>Matter of Emphasis: Abstract from Auditor's Report</p> <p>a) Note 31(A)(h) to the financial statements regarding non-provision of service tax for the period from June 01, 2007 to September 30, 2011 on rent on immovable properties taken for commercial use by the Company, aggregating Rs. 279.47 Lacs, pending final disposal of the appeal filed before the Hon'ble, Supreme Court. The matter is contingent upon the final outcome of litigation.</p> <p>b) Note 31(B) to the financial statements regarding the Company's financial involvement (equity capital and loans) aggregating Rs. 220.76 Lacs in Sporting & Outdoor Ad-Agency Private Limited, a subsidiary Company. The Company considers no provision for any loss is currently necessary for the reasons stated in the note.</p> <p>However Auditors' opinion is not qualified in respect of above matters.</p> <p>Management reply: Please refer note nos. 31(A)(h) and 31(B) of 'Note to Accounts' forming part of Annual Accounts for the financial year under consideration, which are self explanatory in nature and justify the reason of adoption of such practice by the Company.</p>
4.	Frequency of observation	Third Financial year. However such observations are not tantamount to any qualifications by the Auditors of the Company.
5.	Signed by-	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p> Nikhil Chaturvedi Managing Director</p> <p> Ajaykumar Gupta, Partner Ajay Shobha & Co., Statutory Auditors</p> </div> <div style="width: 45%; text-align: center;"> <p> Deep Gupta Whole time Director & CFO</p> <p> Dinesh Arya Chairman-Audit Committee</p> </div> </div> <div style="text-align: center; margin-top: 20px;">  </div>

A man and a woman in formal attire. The woman, on the left, has long dark hair and is wearing a dark blue sleeveless dress. She is holding a silver cylindrical canister with both hands. The man, on the right, has dark hair and a beard, and is wearing a dark blue suit jacket over a black shirt with white stars. He is looking towards the woman. The background is a softly lit room with curtains.

PROVOGUE

OWN THE MOMENT

ANNUAL REPORT 2015





VISION

To be India's leading Fashion Lifestyle Label through an innovation-led approach to cutting edge design and quality within inspiring retail formats

CONTENTS

03	OWN THE MOMENT
04	LETTER TO SHAREHOLDERS
06	BOARD OF DIRECTORS
07	CORPORATE INFORMATION
08	PROVOGUE BRAND
09	BUSINESS IN MOTION
10	BUSINESS UPDATE 2015
14	FINANCIAL HIGHLIGHTS
16	FINANCIAL SECTION
17	NOTICE
25	DIRECTORS' REPORT
44	MANAGEMENT DISCUSSION & ANALYSIS
47	CORPORATE GOVERNANCE REPORT
58	STANDALONE AUDITORS' REPORT
62	STANDALONE FINANCIAL STATEMENTS
96	CONSOLIDATED FINANCIAL STATEMENTS



OWN THE MOMENT

Provogue believes in the strength of the individual and the power of youth. In the kingdom of the young, words like 'regular' and 'ordinary' spell blasphemy. Because in this kingdom, no one sets out with the goal of being just another face. They want to be 'the' face of it. Own it. They seek fame and glory and attention and power. Provogue believes in a life that's far from the ordinary. It believes that in this journey towards being the king of your castle, you need to make your presence felt, every step of the way. In everything you do, every time you enter a room, every human interaction, you strive to leave the world spellbound with your presence.

In this world. At a party. At work. On the field. Wherever you go. Provogue urges each one to ..

OWN THE MOMENT.

ABOUT PROVOGUE

The Company was founded in 1999 as men's fashion label and later extended to a full wardrobe and accessories lifestyle collection. Provogue achieved national recognition through sharp fashion design, quality products and first-mover marketing campaigns and was listed on the BSE and NSE in 2005.

Provogue has been recognized by the Economic Times, Brand Equity as one of India's Top 100 most exciting brands (in a Neilson Study) and 7th in the Apparel Category. The Company is now leveraging the brand through FMCG, franchises, licenses and distribution.

The FMCG business vertical, Provogue Personal Care, expands presence into India's consumption story by entering the high growth Personal Grooming sector where Provogue's brand equity and style positioning is a strong consumer fit. The first Deodorants range is now being extended to other product categories, namely Personal Wash, Hair Care, Skin Care and Shaving Toiletries.

LETTER TO SHAREHOLDERS

Dear Fellow Shareholders

It's been an extremely challenging year for the Company. A combination of factors has resulted in our reporting a loss for the first time in our history. My report will focus on the key reasons for this and on the steps that we're taking to make course corrections for the future.

I'll begin by outlining the key macro economic factors that have directly affected our business.

a. The advent of online e-commerce has created new challenges for the brick and mortar retailers as deep discounts are squeezing margins across most retail categories, fashion being no exception.

b. Depreciation of the Indian currency is increasing product costs, which is challenging to pass onto consumers in a tight environment.

c. OPEC exports have slowed down due to low oil prices, which has reduced imports from the oil-dependent African markets in our trading business.

d. Overall consumption remains slow, depressing retail growth, even with a more optimistic domestic economic forecast.

e. Despite the slow down in consumption retail costs continue to be high which depresses operating margins.

Impact on Business

Against this backdrop, we've needed to take immediate steps to minimise the business impact and restructure for the future.

Firstly, we have reduced the number of stores to redress supply demand imbalance and bring operating margins under control.

We are constantly working on reducing stocks in the system and releasing working capital through more responsive design-to-market mechanisms and working closely with our vendor base to be aligned for just-in-time delivery.

We are increasing our focus online to broaden the offer and become available to potential customers in every corner of the country.

We are rationalizing our export business and reducing volumes to cut down the forex exposure risk and enrich the bottom line margins.

To remain strong in the market, we are working on rejuvenating the brand to make it more relevant to a new generation of youth consumers. With 72% of the population under 35 years and Provogue widely recognised as a leading youth brand, we are well positioned to retain leadership.

A Balanced Portfolio

As we look ahead we must stick to the core competences that built Provogue and streamline our business into self-sustaining verticals. A balanced portfolio of business units will give us improved resilience to ride market cycles and improve focus to make the best of each opportunity.

We now operate under 5 business units, each managed by a dedicated team of professionals motivated to optimize results.

Fashion and Lifestyle:

Designs are being re-gearred to address the needs of our target customer. This is India's young urban male on the cusp of first jobber/second jobber, with disposable income that allows for a contemporary lifestyle. New occasion-centric collections have been developed ranging from casual attire to office wear and nightlife. This is our brand stronghold that underpins our DNA.

FMCG Personal Care:

The successful launch of our unisex deodorant range is being followed with 4 additional product categories in Skin Care, Face & Body Wash, Shaving Toiletries and Hair Care. Products are under development and will be successively launched in the coming year to grow this vertical into a major platform.

Institutional Sales:

Demand for Provogue Gifting products from Corporates and Institutions remains strong and we continue to see high growth year on year. We have launched several exclusive co-branded offers through dedicated online portals with distribution through the fulfillment model in our ecommerce platform.

Provogue.com:

We are significantly ramping up our online platform in preparation for an omni-channel retail presence in future. In this interim phase this has put more pressure on offline margins due to cannibalization



The brand remains our most potent asset and we must seize every opportunity to leverage its long term value

of like-to-like growth in our retail stores, forcing us to curtail operations in several locations. Despite this we must build this platform for a robust future. We are also selling through major e-commerce marketplaces to reinforce our presence online, drive volumes and build awareness.

Financial Performance

The Company achieved total revenue of ₹548.72 Crores against last year's revenue of ₹621.78 Crores, a decline of 11.75 %. The net loss for the year after tax is ₹74.88 Crores as against the profit of ₹94.30 Lacs in the previous year.

I've explained the prime reasons for this loss above. In addition the fire in our Daman factory in February 2014 continues to have repercussions to our domestic performance. We've only received a small portion of the insurance claim to date, delaying plans to bring the manufacturing unit back on stream, enhancing losses to our retail business.

Looking Ahead

In spite of these challenges, we are amongst the top 20 apparel brands in India, and in the top 5 domestic brands, according to the latest survey by Neilson for the Economic Times. This explains our continued faith in the business. The brand remains our most potent asset and we must seize every opportunity to leverage its long term value.

Consumption-led youthful retail is the core of our business model. With a pro-development Government in place Indian retail is expected to reach \$1 trillion in 5 years from approximately \$600 billion in 2015. This is the largest retail growth story in the world. We must have the resolve to stick to our guns, realign for the future and stay the course.

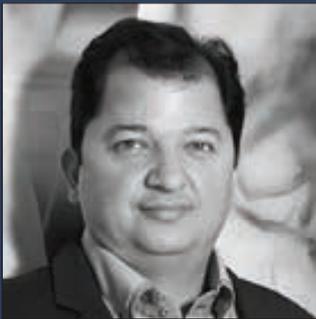
This year I especially want to thank our employees, our shareholders, our business partners, vendors and suppliers for your support through these challenging times. It's not been an easy year but we are determined to conquer whatever obstacles lie in our path toward a brighter and more prosperous future.

Sincerely,

Nikhil Chaturvedi
Managing Director



BOARD OF DIRECTORS



NIKHIL CHATURVEDI



SALIL CHATURVEDI



DEEP GUPTA



AKHIL CHATURVEDI



INDEPENDENT DIRECTORS

DINESH ARYA (Independent Director & Chairman)

Mr. Arya has over 20 years of experience in financial intermediation. His career spans from primary markets, secondary market, network enhancement, Mutual Funds, Insurance Broking etc. His strategic approach combined with marketing and execution has achieved excellent performance for his many clients and the Board benefits greatly from his expertise.

HETAL HAKANI (Independent Director)

Mr. Hakani is a business entrepreneur with expertise in manufacturing, marketing and general business development areas. He holds a degree in chemical engineering from The Bombay Institute of Technology and brings a fresh and approach and contribution to the Board. The Company benefits significantly from his advices and experience.

CORPORATE INFORMATION

Board of Directors

Mr. Dinesh Arya	Independent Director & Chairman (Appointed W.E.F 26.05.2014)
Mr. Hetal Hakani	Independent Director (Appointed W.E.F 26.05.2014)
Mr. Nikhil Chaturvedi	Managing Director
Mr. Deep Gupta	Whole Time Director & CFO
Mr. Akhil Chaturvedi	Whole Time Director
Mr. Saili Chaturvedi	Non Executive Director

Company Secretary

Mr Ajayendra P Jain

Statutory Auditors

M/s Ajay Shobha & Co.
Chartered Accountants
A-701, La Chappelle, Evershine Nagar
Malad West, Mumbai - 400064

Bankers

Andhra Bank | Corporation Bank | Central Bank of India |
Punjab National Bank | Bank of India

Registered Office and Corporate Office

Provogue (India) Limited,
CIN:L18101MH1997PLC111924
105/106, Provogue House
Off New Link Road, Andheri (W),
Mumbai 400 053
Website: www.provogue.com

Registrar & Transfer Agent

Link Intime India Pvt Ltd
C/13, Pannalal Silk Mills Compound
LBS Road, Bhandup (W)
Mumbai 400 078

E-mail ID for Investors' Grievance

investorservice@provogue.com



PROVOGUE BRAND

Provogue is a highly recognised lifestyle brand with reach across sectors and across the country's geography. Brands are built through consistent hard work and inspirational strategies, and Provogue is no exception. Today, we are a business in motion, attuned to the new economic world order and fit for the opportunities of a vibrant domestic economy. We have institutionalized the company and are geared to take on the next phase of our growth against the backdrop of a robust consumption story.

BUSINESS IN MOTION

India's consumption story is the prime driver of the Indian economy. Modern retail is still in its infancy in India but is growing at almost three times the rate of the overall retail market. This is the market universe in which Provogue operates - a high energy segment with years of sustainable growth ahead, flush with opportunities to explore solutions and create value.

Understanding the rapidly evolving Indian consumer and meeting those needs with efficient and compelling offers is the essence of Provogue. This philosophy is at the core of Provogue's strategy. We have many categories of customers to which this applies: our consumers, our suppliers, our distributors, our business partners as well as our internal customers - our employees and shareholders. A rigorous focus on 'outperformance' in serving all our relationships is our driving force.

BUSINESS MODEL REDEFINED

The Provogue business model is built upon fashioning products that fit with the brand DNA, are globally on trend and to then produce them to the highest quality standards, delivered through channels that are convenient for our customers.

To be successful, it is necessary to understand the needs of India's youthful consumer and provide aspirational products that resonate "the essence of Provogue". We consciously strive to introduce fresh designs and new categories through inspiring retail environments to remain relevant and highly desired by our customers.

Our mantra is growth in exiting markets, growth by entering new markets and unlocking value to optimize margins.



BUSINESS UPDATE 2015

This last year has taught us that you have stay nimble and alert new market challenges and be ready to have a platform of equally strong verticals to ensure consistent performance.

The surge in e-commerce offers at discount pricing is changing the retail landscape in India. Of course this creates challenges for existing traditional retailers, but it also presents opportunities for strong brands in a new omni-channel retail world.

Provogue is embracing these new channel opportunities and has established five vertical business units, each with their own leadership and dedicated teams, to ensure that we have a broad spread of businesses to create value.

Fashion & Lifestyle

Our menswear range of fashion for contemporary lifestyle offers consumers a complete wardrobe for every occasion enhanced by a line of complimentary accessories. We plan to enhance the brand with the introduction of broader ranges and more options specially designed for the “ecommerce generation” in 2015.

To build deeper market penetration and

enhance product categories further we are reworking our licensing agreements in order to reach more of the mass market in locations and categories that would otherwise be difficult to reach alone.

The manufacturing plant in Himachel Pradesh has achieved a total capacity of over half million pieces per annum, and we eagerly await the restart of operations at the Daman manufacturing unit to bring us back to full delivery capability.

FMCG Personal Care

The successful launch Provogue Deodorants is being followed up with a complete Personal Grooming range that will include Personal Wash, Skin Care, Hair Care and Shaving Toiletries. Highly specialized formulations that can offer a unique “product signature” are under development for launch in 2015/16. We expect the FMCG business vertical to be one of the major drivers of future growth.

Institutional Sales

Institutional sales are going from strength to strength, underpinned by a latent demand for Provogue branded products. Corporate gifting is the main growth engine with offers now available offline and online through dedicated co-branded



microsites. The CSD division also continues to add categories with resultant long term growth benefits. The business is increasingly important to the Company for its promise of continued high growth at strong sustainable margins.

Ecommerce | Provogue.com

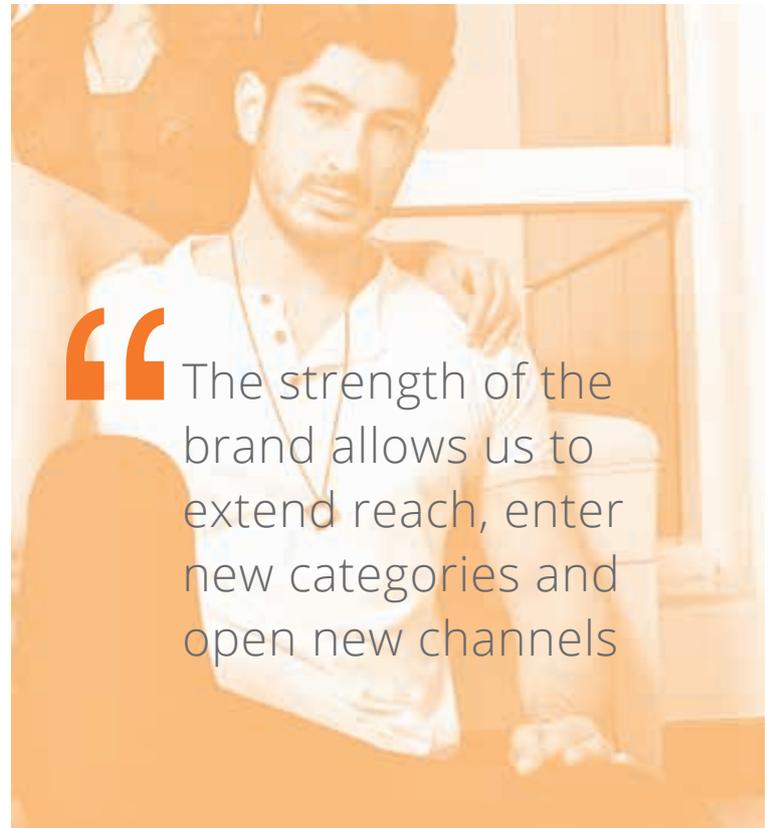
Provogue's e-commerce platform is a major focus going forward. We launched at the right time to capture the learnings early on and we're now poised to take Provogue online to the next level. The business strategy will involve retailing

through multiple channel partners as well as our own ecommerce site. In addition we plan to extend the Provogue offer by significantly multiplying the options available online and bring in many new categories in which the brand has a role to add value. The entire learnings and our heritage of skilled people in the organization are being brought to the table to ensure Provogue captures the optimum value from the opportunity.

Investments in the Back End over the years have ensured that infrastructure



is well embedded in our supply chain. SAP information technology platform, with resulting benefits to decision-making, overall efficiencies and better store replenishment timelines, is now extended across all business verticals.



“ The strength of the brand allows us to extend reach, enter new categories and open new channels



FINANCIAL HIGHLIGHTS

(₹ in Lacs)

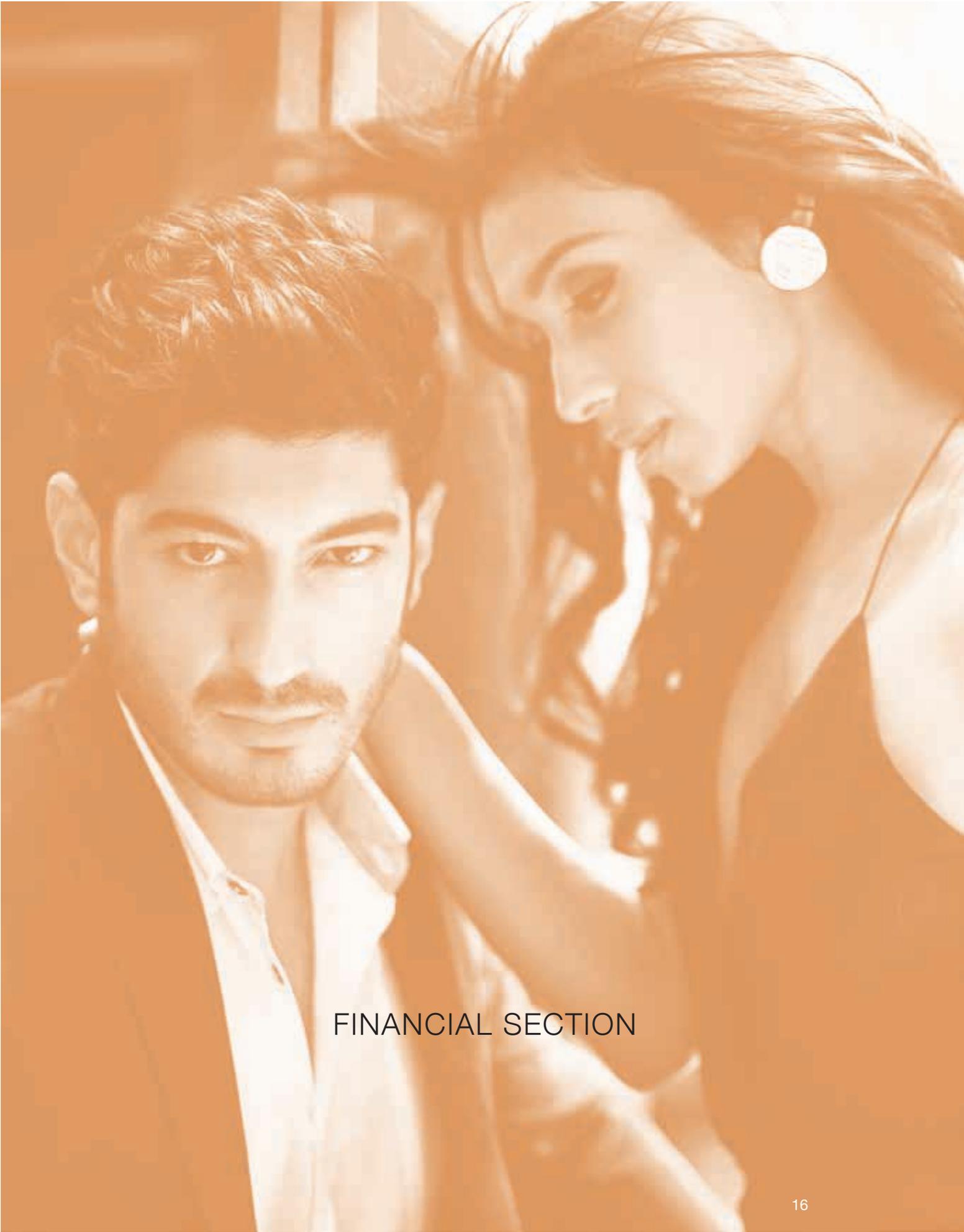
PROFIT AND LOSS ACCOUNT	CONSOLIDATED			STANDALONE		
	2014-15	2013-14	2012-13	2014-15	2013-14	2012-13
INCOME						
Revenue from operations (net)	73,429	83,023	78,334	54,546	61,436	54,062
Other income	2,176	1,928	1,509	327	743	1,287
Total Income	75,605	84,951	79,844	54,873	62,179	55,349
EXPENSES						
Cost of materials consumed	48,424	38,494	24,937	48,424	38,494	24,937
Purchases of stock - in - trade	20,538	30,037	34,653	3,424	10,765	12,892
Changes in inventories of finished goods, work in progress and stock in trade	(798)	(2,095)	174	(707)	(2,177)	94
Employee benefits expenses	1,198	1,715	1,876	814	1,333	1,612
Finance costs	5,992	5,196	4,054	3,887	3,701	3,557
Depreciation / Amortisation	959	939	1,221	842	829	1,097
Other expenses	8,109	8,749	9,469	6,742	7,282	8,544
Total expenses	84,422	83,034	76,382	63,425	60,227	52,733
Profit before tax and prior period adjustments	(8,817)	1,917	3,461	(8,553)	1,951	2,616
Exceptional items	(1,043)	2,493	81	(1,043)	1,843	32
Profit before tax	(7,774)	(576)	3,381	(7,510)	109	2,584
Tax Provisions	(45)	83	1,432	(54)	14	1,294
Profit After Tax	(7,729)	(658)	1,949	(7,456)	94	1,289
Less: Minority Interest	(245)	(134)	(74)	-	-	-
Net Profit	(7,484)	(525)	2,022	(7,456)	94	1,289



FINANCIAL HIGHLIGHTS

(₹ in Lacs)

BALANCE SHEET	CONSOLIDATED			STANDALONE		
	2014-15	2013-14	2012-13	2014-15	2013-14	2012-13
EQUITY AND LIABILITIES						
Shareholders' fund						
Share capital	1,144	1,144	1,144	1,144	1,144	1,144
Reserves & surplus	48,307	55,924	56,222	47,250	55,059	54,966
Net Worth	49,450	57,068	57,365	48,394	56,203	56,109
Minority interest	-358	112	21			
Non-current liabilities						
Long-term borrowings	7,565	8,817	6,033	4,566	5,818	6,033
Other long term liabilities	297	381	301	271	351	281
Long-term provisions	15	17	20	13	15	19
Total Loans	7,877	9,215	6,355	4,851	6,184	6,333
Current liabilities						
Short-term borrowings	37,823	40,817	28,897	21,486	22,145	21,497
Trade payables	7,236	8,050	9,378	6,629	6,297	8,475
Other current liabilities	2,006	1,190	847	1,423	745	761
Short-term provisions	437	408	604	259	345	446
Total Current Liabilities	47,502	50,464	39,727	29,797	29,532	31,180
Total Liabilities	1,04,472	1,16,635	1,03,468	83,041	91,918	93,622
ASSETS						
Non-current assets						
Fixed assets						
Tangible assets	3585.56	4,849	5,827	2,480	3,646	4,516
Intangible assets	23.48	47	86	23	151	85
Capital work in progress			-		-	-
Goodwill on consolidation	3,336	3,336	3,336		-	-
Non-current investments	4,322	3,347	5,283	10,758	10,783	13,468
Deferred tax assets (net)	1134.73	962	918	1,135	962	918
Long-term loans and advances	4733.27	6,046	5,609	5,419	5,703	5,096
Other non-current assets		-	-		-	-
Total Non Current Assets	17,136	18,587	21,059	19,816	21,245	24,084
Current assets						
Current investments	156	1,336	1,552	137	1,319	1,536
Inventories	39,077	35,277	33,424	38,067	34,358	32,418
Trade receivables	28,114	33,899	30,530	20,054	23,535	20,357
Cash & cash equivalents	3,346	2,603	3,053	2,506	971	1,722
Short-term loans and advances	15,593	23,939	13,962	1,410	9,495	12,769
Other current assets	1,050	995	737	1,050	995	737
Total Current Assets	87,336	98,048	83,258	63,225	70,672	69,538
Total Assets	1,04,472	1,16,635	1,03,468	83,041	91,918	93,622



FINANCIAL SECTION

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of Provogue (India) Limited will be held on Wednesday, 30th September 2015 at 12:00 p.m at Eden Hall, The Classique Club, behind Infinity Mall, New Link Road, Andheri (West), Mumbai - 400053 to transact the following business:

As ordinary business:

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 2015 including audited Balance Sheet as at 31st March, 2015 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.
2. To appoint a Director in place of **Mr. Salil Chaturvedi (DIN: 00004768)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Ajay Shobha & Co., Chartered Accountants (ICAI Firm registration No. 317031E) as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company.

As Special Business:

4. **To consider and approve the payment of remuneration to the Cost Auditors, and in this regard, to consider and if thought fit to pass the following resolution, with or without modification, as an Ordinary Resolution:**

"Resolved that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 75,000 excluding travelling and other out of pocket expenses to be incurred by them for the purposes of conducting the Cost Audit and other taxes at the rates applicable payable to M/s. Ketki D. Visariya & Co. (Firm Registration No. 000362), Cost Accountants, Mumbai, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-16."

5. **To consider and approve the re-appointment of Mr. Nikhil Chaturvedi, as Managing Director for a further period of five years w.e.f. 1st April 2015, and in this regard, to consider and if thought fit to pass the following resolution, with or without modification, as a Special Resolution:**

"Resolved that pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of

the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and all other applicable circulars, notifications and guidelines issued by the Ministry of Corporate Affairs or any other authorities from time to time and subject to necessary approvals, permissions and sanctions, as may be required, and such conditions and modifications as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions and are agreed to by the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any 'Committee' thereof and any person authorised by the Board in this behalf) and, further to the approval of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Nikhil Chaturvedi, as Managing Director for a further period of five years from 1st April 2015 on such terms and conditions as set out below:

- a. Salary Grade of ₹ 6,00,000 to ₹ 10,00,000 per month
- b. Commission: Such amount for each accounting year as may be decided by the Board subject to the overall limit(s) as stated in point no. C
- c. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limit(s) as specified in Schedule V to the Companies Act, 2013.
- d. Subject to superintendence, control and direction of the Board, he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated by the Board from time to time.

Resolved further that the Board of Directors (which term shall always be deemed to include any Committee of the Board thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent as the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority.

Resolved further that notwithstanding anything contained herein above, where in any financial year during the currency of his tenure, the Company has no profit or its profits are inadequate, the remuneration stated above shall be paid as

minimum remuneration to Mr. Nikhil Chaturvedi, subject to the maximum ceiling of remuneration prescribed under Schedule V of the Companies Act 2013 and/ or the approval of the Central Government wherever required or applicable.”

6. To consider and approve the re-appointment of Mr. Deep Gupta, as Whole time Director for a further period of five years w.e.f. 1st April 2015, in this regard, to consider and if thought fit to pass the following resolution, with or without modification, as a Special Resolution:

“Resolved that pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and all other applicable circulars, notifications and guidelines issued by the Ministry of Corporate Affairs or any other authorities from time to time and subject to necessary approvals, permissions and sanctions, as may be required, and such conditions and modifications as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions and are agreed to by the Board of Directors (hereinafter referred to as ‘the Board’, which term shall be deemed to include any ‘Committee’ thereof and any person authorised by the Board in this behalf) and, further to the approval of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Deep Gupta as Whole time Director for a further period of five years from 1st April 2015 on such terms and conditions as set out below:

- a. Salary Grade of ₹ 3,00,000 to ₹ 6,00,000 per month
- b. Commission: Such amount for each accounting year as may be decided by the Board subject to the overall limit(s) as stated in point no. C
- c. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limit(s) as specified in Schedule V to the Companies Act, 2013.
- d. Subject to superintendence, control and direction of the Board, he shall perform such duties and functions as would be commensurate with his position as the Whole time Director of the Company and as may be delegated by the Board from time to time.

Resolved further that the Board of Directors (which term shall always be deemed to include any Committee of the Board thereof) be and is hereby

authorised to vary or increase the remuneration specified above from time to time to the extent as the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority.

Resolved further that notwithstanding anything contained herein above, where in any financial year during the currency of his tenure, the Company has no profit or its profits are inadequate, the remuneration stated above shall be paid as minimum remuneration to Mr. Deep Gupta, subject to the maximum ceiling of remuneration prescribed under Schedule V of the Companies Act 2013 and/ or the approval of the Central Government wherever required or applicable.”

7. To consider and approve the re-appointment of Mr. Akhil Chaturvedi, as Whole time Director for a further period of five years w.e.f. 1st April 2015 and in this regard, to consider and if thought fit to pass the following resolution, with or without modification, as a Special Resolution:

“Resolved that pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and all other applicable circulars, notifications and guidelines issued by the Ministry of Corporate Affairs or any other authorities from time to time and subject to necessary approvals, permissions and sanctions, as may be required, and such conditions and modifications as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions and are agreed to by the Board of Directors (hereinafter referred to as ‘the Board’, which term shall be deemed to include any ‘Committee’ thereof and any person authorised by the Board in this behalf) and, further to the approval of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Akhil Chaturvedi as Whole time Director for a further period of five years from 1st April 2015 on such terms and conditions as set out below:

- a. Salary Grade of ₹ 3,00,000 to ₹ 6,00,000 per month
- b. Commission: Such amount for each accounting year as may be decided by the Board subject to the overall limit(s) as stated in point no. C

- c. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limit(s) as specified in Schedule V to the Companies Act, 2013.
- d. Subject to superintendence, control and direction of the Board, he shall perform such duties and functions as would be commensurate with his position as the Whole time Director of the Company and as may be delegated by the Board from time to time.

Resolved further that the Board of Directors (which term shall always be deemed to include any Committee of the Board thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent as the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority.

Resolved further that notwithstanding anything contained herein above, where in any financial year during the currency of his tenure, the Company has no profit or its profits are inadequate, the remuneration stated above shall be paid as minimum remuneration to Mr. Akhil Chaturvedi, subject to the maximum ceiling of remuneration prescribed under Schedule V of the Companies Act 2013 and/ or the approval of the Central Government wherever required or applicable.”

**By Order of the Board of Directors
Provogue (India) Limited**

Date: 13th August 2015
Place: Mumbai

Nikhil Chaturvedi
Managing Director

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday 24th September 2015 to Wednesday 30th September 2015 (both days inclusive) for the purpose of Annual General Meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the

Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during business hours on any working day except Saturdays up to the date of the this Annual General Meeting of the Company
5. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to Section 205C of the Companies Act, 1956.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

Financial Year Ended	Date of declaration of Dividend	Last Date for Claiming Dividend
31.03.2008	15.09.2008	16.10.2015
31.03.2009	18.09.2009	19.10.2016
31.03.2010	24.09.2010	25.10.2017
31.03.2011	23.09.2011	24.10.2018
31.03.2012	28.09.2012	29.10.2019
31.03.2013	30.09.2013	31.10.2020
31.03.2014	Not Declared	Not Applicable

According to the provisions of the Act, Shareholders are requested to note that no claims shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of any such claims.

9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. The notice of AGM along with Annual Report for 2014-15 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
11. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
12. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
- 13. This notice is being sent to all members of the Company whose names appear in the Register of Members/ list of beneficiaries received from the depositories on the end of Friday 21st August 2015.**
14. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may

be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.

15. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.provogue.com. Kindly bring your copy of Annual Report to the meeting.
16. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
17. No gifts shall be provided to members before, during or after the AGM.
18. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014, file nomination in prescribed form SH-13 with the respective depository participant.
19. Members are requested to notify change of address and update bank accounts details to their respective depository participants directly.

20. Voting through electronic means ("Remote e-voting"):

- a. Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and clause 35B of the Listing Agreement, the Company provides its members the electronic facility to exercise their right to vote at the AGM. The business at the AGM may be transacted through e-voting services provided by the Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/ her/ its discretion, subject to compliance with the instructions prescribed below.
- b. The facility for voting through polling paper shall be made available at the meeting and the

members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through polling paper.

The instructions for members voting by remote e-voting are as under:

A. In case of members receiving the Notice of AGM via-email

- i. The remote e-voting period begins on Sunday, 27th September 2015 from 10.00 a.m. and ends on Tuesday, 29th September 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 23rd September 2015 may cast their vote by Remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

Persons who have acquired shares and become members of the Company after the dispatch of the Notice of the AGM but on or before the cut-off date i.e. Wednesday, 23rd September 2015, may obtain their user ID and password for remote e-voting from Company's registrar and transfer Agent, Link Intime India Private Limited or from CDSL. However, if the person is already registered with CDSL for remote e-voting then the existing User ID and Password can be used for remote e-voting.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on address sticker pasted on your envelope of this report.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the PROVOGUE (INDIA) LIMITED.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation

box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of the Notice of AGM:

Members holding shares in either Demat or physical mode who are in receipt of Notice of AGM in physical form may cast their vote using the Polling Paper. Please refer to instructions “C” below for more details.

Members may alternatively opt for e-voting. Please follow steps from sr. no. (i) to (xix) under the heading “A” above to vote through e-voting platform.

C. Members who wish to vote using Polling Paper:

Members may fill in the Polling Paper and submit the same in a sealed envelop to the Scrutiniser, Mr. Hemant Shetye, Practicing Company Secretary Unit: Provogue (India) Limited, C/o Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (W), Mumbai 400078, so as to reach there by 5.00 p.m. on Tuesday, 29th September 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decisions of the Scrutiniser on the validity of form will be final.

In the event a member casts his votes through both processes i.e. e-voting and Polling Paper, the votes casted through the e-voting system would be considered, and the Polling Paper would be disregarded.

The results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.provogue.com and on the website of CDSL, i.e. www.evotingindia.com within two days of the passing of the resolutions at the 19th AGM of the Company on Wednesday, 30th September 2015 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN 19TH ANNUAL GENERAL MEETING

Name of the Director	Mr. Nikhil Chaturvedi	Mr. Deep Gupta	Mr. Akhil Chaturvedi	Mr. Salil Chaturvedi
Date of Birth	01.04.1969	24.10.1968	20.04.1965	22.04.1971
Date of first appointment	17.11.1997	17.11.1997	17.11.1997	17.11.1997
Qualification	B.com	MBA	MBA	B. Sc
Shareholding of directors	80,85,806 equity shares	56,73,445 equity shares	28,84,330 equity shares	1,02,95,135 equity shares
Directors Inter-se relationship	Note-1	N.A.	Note-1	Note-1
Years of experience	15 +	15+	15+	15+

No. of Board Meeting attended in FY	4	4	4	3
Area of expertise	Mr. Nikhil Chaturvedi is a Founder and Managing Director of the Company, Mr. Nikhil is a visionary and hands-on leader, who inspires the organisation with a passion for excellence and single-mindedness to build shareholder value which is his driving force	Mr. Deep Gupta is a Co-Founder, Mr. Deep leads finance, administration and legal teams for the company, involving the development of human resources, information technology, investment policy and new product category incubation	Mr. Akhil Chaturvedi leads retail activities of the Provogue Brand, driving future expansion plans, new product category development, sales and operating strategies and new retail product and channel initiatives	Mr. Salil Chaturvedi leads corporate strategy of the Company from a track record of spearheading successful business development across sectors. He is also responsible for the new asset class initiatives in the commercial sectors

Directorships held in public Companies including private companies which are subsidiaries of public companies (excluding foreign and private companies) and details of memberships and chairmanships in Committees (includes only Audit Committee and Stakeholders' Relationship Committee)

Name of Company	Details of Committee and position
Name of Director: Mr. Nikhil Chaturvedi	
Provogue (India) Limited	Nil
Prozone Intu Properties Limited	Member- Stakeholders' Relationship Committee
Name of Director: Mr. Deep Gupta	
Provogue (India) Limited	Member- Stakeholders' Relationship Committee
Acme Advertisements Pvt. Ltd.	Nil
BrightLand Developers Pvt. Ltd.	Nil
Proskins Fashions Limited	Nil
Classique Creators Limited	Nil
Sporting and Outdoor Ad Agency Pvt. Ltd.	Nil
Name of Director: Mr. Akhil Chaturvedi	
Provogue (India) Limited	Member- Stakeholders' Relationship Committee Member- Audit Committee
Empire Mall Private Limited	Chairman- Audit Committee
Alliance Mall Developers Private Limited	Chairman- Audit Committee
Hagwood Commercial Developers Private Limited	Chairman- Audit Committee
Omni Infrastructure Pvt. Ltd.	Nil
Millennium Accessories Ltd.	Nil
Flowers Plants & Fruits (India) Pvt. Ltd.	Nil
Acme Advertisements Pvt. Ltd.	Nil
Sporting and Outdoor Ad Agency Pvt. Ltd.	Nil
Provogue Personal Care Pvt. Ltd.	Nil
Name of Director: Mr. Salil Chaturvedi	
Prozone Intu Properties Limited	Member- Stakeholders' Relationship Committee Member- Audit Committee
Provogue (India) Limited	Chairman-Stakeholders' Relationship Committee
Empire Mall Private Limited	Nil
Flowers, Plants & Fruits Pvt. Ltd	Nil
Provogue Personal Care Private Limited	Nil

Note-1: Mr. Nikhil Chaturvedi, Mr. Salil Chaturvedi and Mr. Akhil Chaturvedi are brothers.

**By Order of the Board of Directors
Provogue (India) Limited**

Date: 13th August 2015
Place: Mumbai

Nikhil Chaturvedi
Managing Director

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4, 5 & 6

The Managing Director and the Whole time Directors have been re-appointed by the members at their Annual General Meeting held on 24th September 2010 for a period of 5 years with effect from 1st April 2010. The un-paralleled contributions by the managing director and whole-time Directors have driven the Company to achieve this level of international recognition and presence in the global market.

Subject to your approval the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 12th February 2015 approved the re-appointments of Mr. Nikhil Chaturvedi as Managing Director, Mr. Deep Gupta and Mr. Akhil Chaturvedi as Whole time Directors of the Company with effect from 1st April 2015 for a period of five years.

Schedule V of the new Companies Act 2013 prescribed the new norms for payment of managerial remuneration without Central Government's approval where companies having no profit or inadequate profit based on effective capital of the Company. The Board had reviewed the revised provisions of the Companies Act 2013 and effective capital of the Company as of 31st March 2014 calculated in compliance thereof and noted that the Company may pay up to ₹ 60 Lac per annum to each executive director and also that the said limit shall be doubled if approved by the members by passing special resolution.

In view of the above it is proposed to re-appoint Mr. Nikhil Chaturvedi as Managing Director, Mr. Deep Gupta and Mr. Akhil Chaturvedi as Whole time Directors of the Company with effect from 1st April 2015 for a period of five years with the approval of members of the Company. Your directors propose to pass above resolutions to be as Special resolutions.

Mr. Nikhil Chaturvedi, Mr. Deep Gupta and Mr. Akhil Chaturvedi (being appointees) and their respective relatives including Mr. Salil Chaturvedi, Director of the Company and brother of Mr. Nikhil Chaturvedi and Mr.

Akhil Chaturvedi are deemed to be directly or indirectly concerned or interested in the resolution no. 4, 5 & 6 are not entitled to vote on the resolutions. Further, no voting done by any members of the Company, if such member is a related party, shall be counted for the purpose of passing of these resolutions.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolutions set out at item Nos. 4, 5 & 6.

Item No. 7:

Pursuant to Section 148 of the Companies Act 2013, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of M/s. Ketki D. Visariya & Co. (Firm Registration No. 000362) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2015-16, at a remuneration of ₹ 75,000/- excluding travelling and other out of pocket expenses to be incurred by them for the purposes of conducting the Cost Audit and other taxes at the rates applicable. M/s. Ketki D. Visariya & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 1956.

The Board recommends the Resolution at Item No. 7 of the accompanying Notice for ratification by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

**By Order of the Board of Directors
Provogue (India) Limited**

Date: 13th August, 2015
Place: Mumbai

Nikhil Chaturvedi
Managing Director

DIRECTORS' REPORT

To the Members,
Provogue (India) Ltd

Your Directors are delighted to present their 19th report on the business and operations of your Company for the year ended 31st March 2015.

FINANCIAL RESULTS & OPERATIONS

(₹ In Crores)

Particulars	Current Year	Previous Year
Income from Operations	54,545.85	61,436.03
Other Income	326.74	742.70
Total Income	54,872.59	62,178.73
Total Expenditure	63,425.47	60,227.27
Profit before exceptional items and tax	(8,552.88)	1,951.46
Less: Exceptional items	(1,042.83)	1,842.93
Profit/(Loss) before Taxation	(7,510.05)	108.53
Less: Tax Expenses	(54.24)	14.23
Profit/(Loss) after Taxation	(7,455.81)	94.30

PERFORMANCE REVIEW

The Company's income from operations for the financial year ended 31st March, 2015 is ₹ 54,545.85 lakhs and during the previous year it was ₹ 61,436.03 lakhs. The profit/ (loss) before tax for the financial year end is ₹ (7,510.05) lakhs and during previous year it was ₹ 108.53 lakhs. The profit/ (loss) after tax for the financial year is ₹ (7,455.81) lakhs and during previous year it was profit of ₹ 94.30 lakhs.

DIVIDEND:

In view of loss incurred by the Company during the financial year and considering cash requirement for business growth and debt servicing, you Directors decided not to propose any dividend for the financial year ended 31st March 2015.

LISTING

The equity shares of the Company are listed on The BSE Limited (BSE) and The National Stock Exchange of India Ltd. (NSE) and the listing fee for the year 2015-16 has been already paid.

SUBSIDIARY AND JOINT VENTURE COMPANIES

The Company has 15 subsidiary companies as on 31st March, 2015 including step-down subsidiaries and 2 Joint Venture Companies.

Indian Subsidiary Companies are:

- Millennium Accessories Ltd.
- Provogue Infrastructure Pvt. Ltd.

- Sporting and Outdoor Ad-Agency Pvt. Ltd.
- Flowers, Plants & Fruits (India) Pvt. Ltd.
- Acme Advertisements Pvt. Ltd.
- Brightland Developers Pvt. Ltd.
- Faridabad Festival City Pvt. Ltd.
- Pronet Interactive Pvt. Ltd.
- Profab Fashions (India) Ltd.
- Classique Creators Limited
- Proskins Fashion Limited
- Provogue Personal Care Private Limited

Step-down subsidiary is:

- Standard Mall Private Limited

Foreign subsidiaries are:

- Elite Team (HK) Ltd, Hong Kong
- Provogue Holding Ltd, Singapore

Joint Venture Companies

- ProSFL Private Limited
- Procourtys Developer Private Limited

The Board of Directors ('the Board') regularly reviews the affairs of the subsidiaries. In compliance with section 129 (3) of the Companies Act 2013, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended to this Report. The Statement also provides the details of performance, financial positions of each of the subsidiaries.

The annual accounts of the subsidiary companies and related detailed information are made available to the members of the company and of the subsidiary companies seeking such information. The annual accounts of the subsidiary companies are also made available for inspection by any member at the registered office of the company during business hours.

The copies of accounts of subsidiaries companies can be sought by the member of the company by making a written request address to the Company Secretary at the registered office of the company.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several corporate governance practices. The report on Corporate Governance as stipulated under clause 49 of the Listing Agreement forms an integral part of this Report.

The requisite certificate from a company secretary in whole-time practice confirming compliance with the conditions of corporate governance, is attached to the report on Corporate Governance. The Report is self explanatory and does not require any further comments/ explanation to the matters contained therein.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review of operations, performance and future outlook of the Company and its business, as stipulated under clause 49 of the Listing Agreement, is presented in a separate section forming part of Annual Report under the head 'Management Discussion and Analysis'.

FIXED DEPOSITS

Company has not accepted any fixed deposits and, as such, no amount of principle or interest was outstanding as of the Balance sheet date.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

• Director retire by rotation

Pursuant to the provisions of section 152 of the Companies Act, 2013, the office of Mr. Salil Chaturvedi, Director is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment.

A brief resume of Mr. Salil Chaturvedi consisting nature of expertise in specific functional areas and name of companies in which he hold directorship and/or membership/ chairmanships of committees of the respective Boards, shareholding and relationship between directorship inter-se as stipulated under clause 49 of the Listing Agreement, is given in the section of notice of AGM forming part of the Annual Report.

• Payment of remuneration to executive Directors for a further period of 5 years of appointment

The Nomination & Remuneration Committee and Board of Directors in their respective meetings held on 12th February 2015 subject to the approval of members of the Company at ensuing annual general meeting, approved the re-appointment of Mr. Nikhil Chaturvedi as Managing Director, Mr. Deep Gupta and Mr. Akhil Chaturvedi, as Whole time Directors of the Company for a period of five years with effect from 1st April 2015. More details on the matter are given in explanatory statement of notice of this AGM, forming part of this report.

A brief resume of Mr. Nikhil Chaturvedi, Mr. Deep Gupta and Mr. Akhil Chaturvedi consisting nature of expertise in specific functional areas and name of companies in which they hold directorship and/or

membership/ chairmanships of committees of the respective Boards, shareholding and relationship between directorship inter-se as stipulated under clause 49 of the Listing Agreement, is given in the section of notice of AGM forming part of the Annual Report.

• Independent Directors/Non Executive Directors

The Company has received necessary declarations from all independent directors as per the requirement of section 149(7) of the Companies Act 2013 that they fulfill the criteria of independence laid down in section 149(6) of the Companies Act 2013 and clause 49 of the Listing Agreement.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the following link: <http://corporate.provogue.com/investors>

During the year under consideration Mr. Nigam Patel and Mr. Rakesh Rawat, Non Executive Directors have resigned from the directorships of the Company w.e.f. 3rd November 2014 and 13th February 2015 respectively due to their preoccupations and other engagements. The Board extends its earnest thanks and admiration for services and guidance extended by them during their tenure as a Directors of the Company.

• Key Managerial Personnel

Pursuant to section 203 of the Companies Act, 2013, Company has appointed/ nominated its Key Managerial Personnel viz; Mr. Nikhil Chaturvedi as the Managing Director, Mr. Deep Gupta, Whole time Director as the Chief Financial Officer and Mr. Ajayendra P. Jain as the Company Secretary of the company. All the three KMPs prescribed under the Act were in employment of the Company even prior to the Companies Act 2013 became applicable.

• Board evaluation

Clause 49 of the Listing Agreement directed that the Board shall monitor and review the Board evaluation framework. The Companies Act 2013 states that a formal annual evaluation needs to be conduct by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Board based on evaluation criteria recommended by the 'Nomination and Remuneration Committee'

and 'Code for Independent Directors' prescribed under schedule IV of the Companies Act, 2013 evaluated the performance of Board members one by one. The Board after due discussion and executing evaluation methodology noted a satisfactory performance and contribution by all members of the Board.

- **Remuneration Policy**

The Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. This Remuneration Policy applies to directors, senior management personnel including its Key Managerial Personnel (KMP) of the Company, attached to this report as **'Annexure 1'**.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors state that:

- a. in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the loss of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a 'going concern' basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS

Statutory Auditors

The members of the Company in their Annual General Meeting held on September 30, 2014, appointed M/s Ajay Shobha & Co., Statutory Auditors of the Company for the period of four financial years from 2014-2015 to 2017-2018 subject to the ratification of their appointment at every subsequent Annual General Meetings (AGMs). Hence, the appointment of statutory auditors is required to be ratified by the members in ensuing Annual General Meeting for second financial year i.e., 2015-16 pursuant to provisions of section 139(1) of the Companies Act 2013.

The Company had received a letter from the Statutory Auditors confirming that their re-appointment, if made, would be within the limits prescribed under 141 of the Companies Act, 2013.

As recommended by the Audit Committee in its meeting held on 29th May, 2015 the Board recommends the ratification of appointment of Statutory Auditors for approval of members for the financial year 2015-16 to hold the office from conclusion of 19th Annual General Meeting to the conclusion of 20th Annual General Meeting.

The observations and comments given by the Auditors in their report read together with note to Accounts are self explanatory and hence do not require for any further comments under section 134 of the Companies Act, 2013.

Secretarial Auditor

Pursuant to Section 204 of Companies Act, 2014, the Board of Directors had appointed M/s. HS Associates, Practising Company Secretaries (C. P. No 1483) to undertake the Secretarial Audit of the Company. The Secretarial Auditor's Report is attached to this report as **'Annexure 2'**.

Secretarial Auditors' in their report observed that the Company had not appointed Woman Director on Board of the Company pursuant to section 149 of the Companies Act 2013 and Clause 49(II) of the Listing Agreement

The content of the report are self explanatory and does not require any further explanation on it, however the Company is in process of appointment of a Woman Director. Over a period of time, management of the Company has interviewed several professionals to freeze this appointment, but could not find a suitable person having required experience and expertise considering nature of the Industry. Management is making all its best efforts and we hope that the appointment shall be frozen shortly.

COST AUDITORS:

Pursuant to section 148 of the Companies Act 2013 read with Companies (Cost Records and Audit) Rules 2014 amended from time to time, the Board of Directors on recommendation of Audit Committee, has appointed M/s Ketki D. Visariya & Co., Cost Accountants, Mumbai, as Cost Auditors of the Company for the financial year 2015-16. Your company has received certificates from M/s Ketki D. Visariya & Co. informing their eligibility, willingness and independence to be appointed as Cost Auditors of the Company.

DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has been employing women employees in various cadres within its office and factory premises. The Company has in place a policy against Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committees are set up at shop floor level to redress any complaints received and are monitored by women line supervisors. There was no complaint received from any employees during the Financial Year 2014-15 and hence no complaint is outstanding as on 31st March, 2015 for redressal.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

A. Conservation of Energy

- i) The steps taken or impact on conservation of energy:

The operations of the Company do not involve high energy consumption. However the Company has for many years now been laying great emphasis on the Conservation of Energy and has taken several measures including regular monitoring of consumption, implementation of viable energy saving proposals, improved maintenance of systems etc.
- ii) The steps taken by the Company for utilizing alternate sources of energy: Nil
- iii) The capital investment on energy conservation equipments: Nil

B. Technology Absorption

- i) The efforts made towards technology absorption :

The Company is monitoring the technological up-gradation taking place in other countries in the field of garment manufacturing and the same are being reviewed for implementation.
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Product improvement
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):
 - a) the details of technology Imported
 - b) the year of Import
 - c) whether the technology been fully absorbed
 - d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action

} Nil
- iv) The expenditure incurred on Research and Development during the year included in the manufacturing cost: Not applicable

C. Foreign Exchange Earnings and Outgo

Total Foreign Exchange Earned	₹ 12,004.90
Total Foreign Exchange Outgo	₹ 1,296.50

DISCLOSURES UNDER COMPANIES ACT 2013

• Extract of Annual Return

In accordance with section 134(3) of the Companies Act 2013, an extract of the annual return in the prescribed format is appended as 'Annexure 3' to the Boards' Report.

• Number of meetings of the Board

The Board met four times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act 2013 and the Listing Agreement.

• Committees of the Board

The Board has established committees as per the requirement of Companies Act 2013 and Listing Agreement including Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this Annual Report. The composition of the Committees as per the applicable provisions of the Act, Rules and listing Agreement are as under:

Committee Name	Composition of the Committee
Audit Committee	1. Mr. Dinesh Arya, Chairman 2. Mr. Hetal Hakani 3. Mr. Akhil Chaturvedi
Nomination & Remuneration Committee	1. Mr. Hetal Hakani, Chairman 2. Mr. Dinesh Arya 3. Mr. Salil Chaturvedi
Stakeholders Relationship Committee	1. Mr. Salil Chaturvedi, Chairman 2. Mr. Deep Gupta 3. Mr. Akhil Chaturvedi

- **Vigil Mechanism/ Whistle Blower Policy**

Your Company has established a Vigil Mechanism Policy for its Directors and Employees to safeguard against victimization of persons who use vigil mechanism and report genuine. The Audit Committee of your Company oversees the Vigil Mechanism. The Audit Committee of the Company oversees the Vigil Mechanism on regular basis.

Your Company hereby affirms that no director/employee has been denied access to the Chairman of Audit Committee and that no complaints were received during the quarter.

The policy on Vigil Mechanism may be accessed on Company's website at the following link: <http://corporate.provogue.com/investors>

- **Particulars of loans, guarantees and investments**

The details of Loans, guarantees and investments as per the requirement of section 186 of the Companies Act 2013 form part of the notes to the financial statements provided in this Annual Report.

- **Particulars of contracts or arrangements made with related parties**

The particulars of contracts or arrangements made with related parties referred to in section 188(1) of the Companies Act 2013, in the prescribed form AOC-2 is appended as 'Annexure 4' to the Boards' Report.

- **Particulars of employees**

Details in terms of the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration) Rules 2014 the names and other particulars of the

employee is appended as 'Annexure 5' to the Boards' Report

The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as 'Annexure 6' and forms part of this Report.

- **Transfer to Reserves**

During the year, company has not transferred any amount to reserve.

- **Material changes and commitments**

No material changes and commitments affecting the financial position of your Company have occurred between 31st March, 2015 and the date of the report.

- **Risk Management**

Pursuant to clauses 49(I) and 49(VI) of the Listing Agreement and section 134 of the Companies Act 2013 the Board of Directors of the Company in its meeting held on 12th February 2015 noted the Risk Management Plan for the company and Succession Plan for Board members and senior management personnel

- **Corporate Social Responsibility**

In compliance with the requirement of section 135 of the Companies Act 2013, the Board of Directors in its meeting held on 14th November 2014 constituted a Corporate Social Responsibility (CSR) Committee comprising of Mr. Hetal Hakani, Independent Director and two executive directors viz; Mr. Nikhil Chaturvedi and Mr. Deep Gupta. The Board of Directors on the same date approved the Corporate Social Responsibility Policy (CSR Policy), as formulated and recommended by the CSR Committee. Mr. Deep Gupta is the Chairman of the Committee.

The CSR Committee in its meeting held on 12th February 2015 reviewed the draft financials of the Company for the period ended 31st December 2014 and considering continuous loss suffered by the Company over a period, decided not to incur any expenditure on CSR activity during financial year 2014-15 and the same was confirmed by the Board in its meeting held subsequently. However, the Committee showed its very positive gestures of willingness to contribute towards Corporate Social Responsibility in the period to come upon revival of financial position of the Company.

E-VOTING FACILITY TO MEMBERS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote at this Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities (India) Limited (CDSL). The company has also sent Polling Paper to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

CLAUSE 5A OF THE LISTING AGREEMENT

Pursuant to clause 5A of the Listing Agreement, the details of shares lying with the Company's Unclaimed Suspense Account as on 31st March 2015 are as under:

	Description	No. of cases	No. of shares
1	Aggregate no. of shareholders and outstanding shares in unclaimed suspense account at beginning of the year	17	3400
2	No. of shareholders who approached issuer for transfer of shares from unclaimed suspense a/c during the year	0	0
3	No. of shareholders to whom shares were transferred from unclaimed suspense account during the year	0	0
4	Aggregate no. of shareholders and outstanding shares in the suspense account at the end of year	17	3400

Your Company credits all unclaimed shares to a DEMAT Unclaimed Suspense Account maintained by the Company. All the corporate benefits in terms of securities accruing on these unclaimed shares are also credited to such Unclaimed Suspense Account. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

ELECTRONIC FILING

The Company periodically uploads the Annual Reports, Financial Results, Shareholding Pattern, Corporate Governance Reports etc. and other information on its website viz. www.provogue.com.

APPRECIATION

Your Directors take this opportunity to express their gratitude and sincere appreciation for the dedicated efforts of all the employees of the Company. Your Directors are also thankful to the esteemed share holders for their support and confidence reposed in the Company and to The Stock Exchanges, Government Authorities, Banks, Solicitors, Consultants and other business partners.

For and on behalf of Board of Director

Date: 13th August, 2015 Nikhil Chaturvedi Deep Gupta
Place: Mumbai Managing Director Whole time Director

REMUNERATION POLICY

Preamble

The Remuneration Policy of Provogue (India) Limited (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long- term value creation for shareholders.

This Remuneration Policy applies to directors, senior management personnel including its Key Managerial Personnel (KMP) of the Company.

Principles governing the remuneration decisions

1. **Support for strategic objective:** Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
2. **Transparency:** The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
3. **Flexibility:** Remuneration and rewards offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other obligations.
4. **Internal equity:** The Company shall remunerate the Board members and the executives in terms of their roles within the organization. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
5. **External equity:** the company shall endeavor to pay equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality personnel and the influence of external remuneration pressures.
6. **Affordability and sustainability:** the Company shall ensure that remuneration of affordable on a sustainable basis.

Procedure for selection and appointment

1. Criteria for Board Members:

The Nomination and Remuneration Committee ("the Committee"), along with the Board, will review on an annual basis, appropriate skills, characteristics and experience required by the Board as a whole and its individual member. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the company's operations.

In evaluating the sustainability of individual Board Members, the committees takes into account many factors including general understanding of the Company's business, social perspective, educational and professional background and personal achievements.

The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business. The Committee shall also identify suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board Member. Based on the recommendations of the Committee, the Board shall evaluate the candidates and decides on the selection the appropriate member.

Criteria for evaluation of performance of Independent Directors:

1. Knowledge and skills in accounting and finance, business judgement, general management practices, crisis response and management, industry knowledge, strategic planning etc.
2. Personal characteristics matching the Company's values, such as integrity, accountability, financial literacy, and high performance standards
3. Commitment to attend a minimum of 75% of meetings which will include the attendance through audio/video conferencing.
4. Ability and willingness to represent the Stakeholders' long and short term interests
5. Awareness of the Company's responsibilities to its customers, employees, suppliers, regulatory bodies, and the communities in which it operates
6. Responsibility towards following objectives being an Independent Director
 - i. Maintenance of independence and abstain himself from availing of benefits, directly or indirectly from the Company
 - ii. Responsibilities of the Board as outlined in the Corporate Governance requirements prescribed under Clause 49 of the Listing Agreement
 - iii. Accountability under the Directors' Responsibility Statement
 - iv. Overseeing the maintenance of Corporate Governance standards of the Company and ethical conduct of business

2. Criteria for other executives:

- a. The Committee shall actively liaise with the relevant departments of the company to understand the requirement of management personnel and produce a written document thereon.
- b. The Committee may conduct a wide ranging search for candidates for the positions of employees.
- c. The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the candidates shall be compiled as written documents.
- d. The committee may examine the qualifications of the candidates on the basis of the conditions for appointment of the employees.
- e. The Committee may carry out other follow up tasks based on the decisions and feedback from the Board of Directors, if any.

Compensation structure

a. Compensation to non-executive directors including Independent Directors

The non-executive directors shall be eligible for remuneration by way of payment of sitting fees only for attending the meetings of the Board of Directors and its committees. The amount of sitting shall be decided by the Board of Directors of the Company subject to the revisions from time to time within maximum permissible limit prescribed under the respective provisions of the Companies Act, 2013. Taking into account the financial positions of the Company, the Board of Directors shall be entitled to decide whether to reduce or waive the payment of sitting for a meeting or for a period specific or permanently until otherwise decided by the Board.

Besides sitting fees, non-executive directors shall also be entitled to reimbursement of expenses incurred by them for attending the meeting of Board of Directors and its committees.

All compensation, apart from sitting fees and reimbursement of expenses as stated above, if recommended by the Committee shall be fixed by the Board of Directors and shall require previous approval of the shareholders in general meeting, subject to the maximum limit and other compliances as prescribed under the Companies Act, 2013 and rules made there under.

The special resolution shall specify the limits for the maximum numbers of stock options that can be granted to non-executive directors, in any financial year and in aggregate. However the independent directors shall not be entitled for any stock option.

b. Compensation to executive directors, key managerial personnel and senior management personnel

The remuneration determined for managing directors, whole-time directors and key management personnel are subjected to the approval of Board of Directors in due compliance with the provisions of the Companies Act 2013. The remuneration of the KMP and SMP after the appointment shall be informed to the Board of Directors and subsequent increment shall be decided by the Managing Director of the Company as per the HR policy of the Company. The executive directors shall not be eligible for payment of any sitting fees.

The Company shall formulate a credible and transparent framework in determining and accounting for the remuneration of the MD/ WTD/ KMPs and SMPs. Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards.

Disclosure of information

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

Application and amendment to the policy

This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees.

The Board of Directors as per the recommendations of the Committee can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Dissemination

The Company's Remuneration Policy shall be published on its website.

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial Year Ended on 31st March, 2015.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014].

To,
The Members,
PROVOGUE (INDIA) LIMITED
105/106, Provogue House, Off New Link Road,
Andheri (West), Mumbai- 53

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PROVOGUE (INDIA) LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit year covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books as mentioned in **Annexure I**, Forms and returns filed and other records maintained by **Company**, for the year ended on 31st March, 2015 according to the applicable provisions, if any, of:

- I. The Companies Act, 1956 and the Companies Act, 2013 (**the Act**) and the Rules made there under, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings except late submission of Annual Performance Report;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (not applicable to the Company during the audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the audit period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the audit period) and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the audit period);
- VI. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for Compliances under other applicable Act, Laws and Regulations to the Company.

We report that, since the Secretarial Standard-1 "Meeting of Board of Directors" and Secretarial Standard-2 "General Meetings" are effective from 1st July, 2015, compliance are not mandatorily required for the year ended 31st March, 2015 as per notification dated 23rd April, 2015 issued by the Institute of Company Secretaries of India. We further report that the Company has complied with the Listing Agreement entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- Composition of Board was not in line with the provisions of Section 149 of the Companies Act 2013 and Clause 49(II)(A) of the Listing Agreement.

- Cost compliance report for the year ended 31.03.2014 yet to be filed.
- The Company could not spent money as required to be spent on CSR activities due to loss incurred by the Company in financial year as informed.

We further report that:

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All majority decisions are carried with the majority and accordingly recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has;

- Passed Special Resolution for borrowing limit of the Company under section 180 (1) (C) of the Companies Act, 2013 in an Annual General Meeting dated 30.09.2014.
- Passed Special Resolution for creation of Charge on the Properties of the Company under section 180 (1) (a) of the Companies Act, 2013 in an Annual General Meeting dated 30.09.2014.

**For HS Associates
Company Secretaries**

**Sd/-
Mr. Hemant S. Shetye
Partner
FCS No: 2827**

Date: 13.08.2015
Place: Mumbai

This report is to be read with our letter of even date which is annexed as Annexure II and forms an integral part of this report.

ANNEXURE – I

BOOKS, PAPERS AND MINUTE BOOKS MAINTAINED BY THE COMPANY

1. Book containing the Minutes of Board Meeting, General Meeting and Committee Meeting
2. Book of accounts
3. Register of Members

4. Register of index of members
5. Register of transfer
6. Register of Directors, and Key Managerial personnel and their shareholding.
7. Register of Charges
8. Register of investments or loans made, guarantee or security provided.
9. Register of particulars of contracts.
10. Attendance Register.

ANNEXURE – II

To,
The Members,
Provogue (India) Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For HS Associates
Company Secretaries**

**Sd/-
Mr. Hemant S. Shetye
Partner
FCS No: 2827**

Date: 13.08.2015
Place: Mumbai

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L18101MH1997PLC111924
ii	Registration Date	17th November, 1997
iii	Name of the Company	Provogue (India) Ltd.
iv	Category/Sub-category of the Company	Company Limited by share/ Indian Non-government Company
v	Address of the Registered office & contact details	105/ 106, Provogue House, Off New Link Road, Andheri (West), Mumbai-400053
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (W), Mumbai - 400 078

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL. No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Manufacturing of wearing apparel except fur apparel	141	97.50%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SL. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Acme Advertisements Pvt Ltd	U32304MH2006PTC161750	Subsidiary	100%	2(87)
2	Brightland Developers Pvt. Ltd	U45201MH2006PTC164049	Subsidiary	100%	2(87)
3	Classique Creators Limited	U52100MH2011PLC221037	Subsidiary	100%	2(87)
4	Flowers Plants & Fruits (India) Pvt Ltd	U99999MH1995PTC086306	Subsidiary	100%	2(87)
5	Millennium Accessories Ltd.	U29268MH2008PLC180351	Subsidiary	100%	2(87)
6	Profab Fashions (India) Ltd	U17120MH2008PLC179156	Subsidiary	100%	2(87)
7	Provogue Infrastructure Pvt. Ltd	U74999MH2006PTC165054	Subsidiary	100%	2(87)
8	Proskins Fashions Limited	U52390MH2011PLC220107	Subsidiary	100%	2(87)
9	Standard Mall Pvt Ltd*	U45200MH2007PTC174152	Subsidiary	100%	2(87)
10	Faridabad Festival City Pvt Ltd	U45200MH2007PTC174155	Subsidiary	73%	2(87)
11	Provogue Personal Care Private Limited	U52100MH2013PTC246227	Subsidiary	51%	2(87)
12	Pronet Interactive Pvt. Ltd.	U22110MH2007PTC171362	Subsidiary	50.23%	2(87)
13	Sporting and Outdoor Ad Agency Pvt Ltd.	U74999MH2007PTC171265	Foreign Subsidiary	50%	2(6)
14	ProSFL Private Ltd	U17299MH2008PTC179157	Joint Venture	49.99%	2(6)
15	Elite Team (HK) Limited	FOREIGN COMPANY	Foreign Subsidiary	100%	2(87)
16	Provogue Holding Ltd.	FOREIGN COMPANY	Subsidiary	100%	2(87)
17	Procountys Developer Private Limited	U70106MH2014PTC255124	J V Through Subsidiary Company	-	2(6)

* 20% is held directly and 80% through its Wholly Owned Subsidiary (at serial no. 7 above)

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	37,382,471	0	37,382,471	32.69	34,661,174	0	34,661,174	30.31	-2.38
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0	0.00
e) Any other	15,965,669	0	15,965,669	13.97	12,539,640	0	12,539,640	10.98	-2.99
Sub Total (A) (1)	53,348,140	0	53,348,140	46.66	47,200,814	0	47,200,814	41.29	-5.37
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0	0.00
e) Any other...	0	0	0	0.00	0	0	0	0	0.00
Sub Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	53,348,140	0	53,348,140	46.66	47,200,814	0	47,200,814	41.29	-5.37
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
b) Banks/FI	936,506	0	936,506	0.82	936,506	0	936,506	0.82	0.00
c) Central govt	0	0	0	0.00	0	0	0	0	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g) FIIS	9,140,200	0	9,140,200	7.99	5,712,435	0	5,712,435	4.99	-3.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0	0.00
Sub Total (B)(1):	10,076,706	0	10,076,706	8.81	6,648,941	0	6,648,941	5.81	-3.00
(2) Non Institutions									
a) Bodies corporates									
i) Indian	10,686,905	0	10,686,905	9.35	7,460,873	0	7,460,873	6.52	-2.83
ii) Overseas	6,000,000	0	6,000,000	5.25	9,427,765	0	9,427,765	8.24	2.99
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	22,036,191	66,437	22,102,628	19.33	26,968,798	64,437	27,033,235	23.64	4.31
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	9,761,802	0	9,761,802	8.53	10,593,621	0	10,593,621	9.26	0.74
c) Others (specify)	2,380,914	0	2,380,914	2.08	5,991,846	0	5,991,846	5.24	3.16
Sub Total (B)(2):	50,865,812	66,437	50,932,249	44.54	60,442,903	64,437	60,507,340	52.90	8.37
Total Public Shareholding (B)= (B)(1)+(B)(2)	60,942,518	66,437	61,008,955	53.35	67,091,844	64,437	67,156,281	58.71	5.37
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0.00
Grand Total (A+B+C)	114,290,658	66,437	114,357,095	100.00	114,292,658	64,437	114,357,095	100.00	0.00

(ii) Share Holding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	NIKHIL ANUPENDRA CHATURVEDI	10,611,995	9.28	74.44	8,085,806	7.07	0.00	-2.21
2	SALIL ANUPENDRA CHATURVEDI	10,295,135	9.00	55.37	10,295,135	9.00	0.00	0.00
3	RAKESH RAWAT	4,111,750	3.60	0.00	4,111,750	3.60	0.00	0.00
4	DEEP SUBASH GUPTA	5,673,445	4.96	0.00	5,673,445	4.96	0.00	0.00
5	NIGAM PATEL	2,912,830	2.55	0.00	2,746,222	2.40	0.00	-0.15
6	AKHIL ANUPENDRA CHATURVEDI	2,912,830	2.55	0.00	2,884,330	2.52	0.00	-0.02
7	ANISHA CHATURVEDI	144,225	0.13	0.00	144,225	0.13	0.00	0.00
8	VEENA GUPTA	70,005	0.06	0.00	70,005	0.06	0.00	0.00
9	VANDANA VAIDH	1,620	0.00	0.00	1,620	0.00	0.00	0.00
10	ANISHA CHHABRA	22,035	0.02	0.00	22,035	0.02	0.00	0.00
11	GHANSHYAM RAWAT1	20,500	0.02	0.00	20,500	0.02	0.00	0.00
12	PUSHPLATA RAWAT	36,501	0.03	0.00	36,501	0.03	0.00	0.00
13	BALA CHHABRA	100,000	0.09	0.00	100,000	0.09	0.00	0.00
14	SUSHANT CHHABRA	67,300	0.06	0.00	67,300	0.06	0.00	0.00
15	VIRENDRA CHHABRA	392,300	0.34	0.00	392,300	0.34	0.00	0.00
16	MEERUT FESTIVAL CITY LLP	4,925,669	4.30	99.93	1,499,640	1.31	46.68	-2.99
17	FLORO MERCANTILE LLP	6,240,000	5.46	99.36	6,240,000	5.46	0.00	0.00
18	TOPSPEED TRADING COMPANY LLP	4,800,000	4.20	16.67	4,800,000	4.20	0.00	0.00
19	SANTOSH SUBHASH GUPTA	10,000	0.01	0.00	10,000	0.01	0.00	0.00

(iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Nikhil Chaturvedi,				
	At the beginning of the year	10,611,995	9.28%	10,611,995	9.28%
	Decrease	(2,526,189)	-2.21%	(2,526,189)	-2.21%
	At the end of the year	8,085,806	7.07%	8,085,806	7.07%
2	Nigam Patel				
	At the beginning of the year	2,912,830	2.55%	2,912,830	2.55%
	Sale	(166,608)	-0.15%	(166,608)	-0.15%
	At the end of the year	2,746,222	2.40%	2,746,222	2.40%
3	Meerut Festival City LLP				
	At the beginning of the year	4,925,669	4.30%	4,925,669	4.30%
	Decrease	(3,426,029)	-2.99%	(3,426,029)	-2.99%
	At the end of the year	1,499,640	1.31%	1,499,640	1.31%
4	Akhil Chaturvedi				
	At the beginning of the year	2,912,830	2.55%	2,912,830	2.55%
	Sale	(28,500)	-0.02%	(28,500)	-0.02%
	At the end of the year	2,884,330	2.52%	2,884,330	2.52%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Nailsfield Limited	11,415,000	9.98	11,415,000	9.98
2	Rajesh R Narang & Nimish Manoharlal Arora	2324160	2.03	2324160	2.03
3	Sandeep G Raheja	4,489,600	3.93	4,489,600	3.93
4	Acacia Partners, LP	1,618,875	1.42	1,618,875	1.42
5	Fairprice Traders (India) Pvt Ltd	1,525,195	1.33	1,525,195	1.33
6	Amit Capital and Securities Pvt Ltd	1,067,899	0.93	0	0.00
7	Anand Rathi Capital Advisors Private Limited	940,453	0.82	0	0.00
8	Acacia Institutional Partners, LP	849,765	0.74	849,765	0.74
9	Zhaveriben N Furiya & Dipti Nilesh Furia	656,311	0.57	671,361	0.59
10	Pradeep Aggarwal	500,000	0.44	500,000	0.44
11	Dharmayug Investments Limited	500,000	0.44	500,000	0.44

Note: The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

(v) Shareholding of Directors & KMP

Sl. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Nikhil Chaturvedi				
	At the beginning of the year	10,611,995	9.28%	10,611,995	9.28%
	Decrease	(2,526,189)	-2.21%	(2,526,189)	-2.21%
	At the end of the year	8,085,806	7.07%	8,085,806	7.07%
2	Nigam Patel (Resigned on 03.11.2014)				
	At the beginning of the year	2,912,830	2.55%	2,912,830	2.55%
	Sale	(166,608)	-0.15%	(166,608)	-0.15%
	At the end of the year	2,746,222	2.40%	2,746,222	2.40%
3	Meerut Festival City LLP				
	At the beginning of the year	4,925,669	4.30%	4,925,669	4.30%
	Decrease	(3,426,029)	-2.99%	(3,426,029)	-2.99%
	At the end of the year	1,499,640	1.31%	1,499,640	1.31%
4	Akhil Chaturvedi				
	At the beginning of the year	2,912,830	2.55%	2,912,830	2.55%
	Sale	(28,500)	-0.02%	(28,500)	-0.02%
	At the end of the year	2,884,330	2.52%	2,884,330	2.52%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(INR in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	27362.94	599.96	-	27962.9
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	67.56	-	-	67.56
Total (i+ii+iii)	27430.50	599.96	-	28030.46
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-17.33	-268.45	-	-285.78
Net Change	-17.33	-268.45	-	-285.78
Indebtedness at the end of the financial year				
i) Principal Amount	26886	331.51	-	27217.51
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	137.09	-	-	137.09
Total (i+ii+iii)	27023.09	331.51	-	27354.6

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

(INR in Lakhs)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		Mr. Nikhil Chaturvedi, MD	Mr. Deep Gupta, WTD & CFO	Mr. Akhil Chaturvedi WTD	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	36	60	0	96
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	as % of profit	0	0	0	0
	others (specify)	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	36	60	0	96
	Ceiling as per the Act	Within the prescribed limits			

B. Remuneration to other directors:

(INR in Lakhs)

Sl. No.	Particulars of Remuneration	Name of the Directors		Total Amount paid/payable
		Mr. Hetal Hakani, ID	Mr. Dinesh Arya, ID	
1	Independent Directors			
	(a) Fee for attending board / committee meetings	1.00	1.00	2.00
	(b) Commission	0.00	0.00	0.00
	(c) Others, please specify	0.00	0.00	0.00
	Total (1)	1.00	1.00	2.00
2	Other Non Executive Directors			
	(a) Fee for attending board committee meetings"	0.00	0.00	0.00
	(b) Commission	0.00	0.00	0.00
	(c) Others, please specify.	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00
	Total (B)=(1+2)	1.00	1.00	2.00
	Total Managerial Remuneration	1.00	1.00	2.00
	Overall Cieling as per the Act.	Within the prescribed limits		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(INR in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CFO*	Company Secretary	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	60	15.60	75.60
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	60	15.60	75.60

* Mr. Deep Gupta Whole Time Director also holds the office of Chief Financial Officer, hence his salary is mentioned in table A & C both.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
B. DIRECTORS					
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188

Not Applicable

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Name (s) of the related party & nature of relationship	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Prozone Intu Properties Ltd.	Company in which two Directors are common and along with their relative holds more than 2% of its share capital	Receipt of rent of office premises	Up to 31st March 2018	₹120.49	20.03.2013	NIL
2	Acme Advertisements Pvt. Ltd.	Wholly owned Subsidiary Company	Availing of Advertisement services	Up to 1st November 2019	₹ 9.32	14.11.2014	NIL
3	Provogue Personal Care Pvt. Ltd	Subsidiary Company	Purchase of Goods Receipt of Rent and Electricity charges	Up to 31st March 2018	₹ 23.33 ₹ 22.73	21.08.2013	NIL

ANNEXURE 5

Statement of particulars of employees pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration) Rules 2014 and forming part of Directors' Report for the year ended 31st March 2015

A. Employed throughout the financial year under review and were in receipt of gross remuneration for the financial year in aggregate of not less than ₹ 60 lacs per annum.

Sr. No.	Name of Employee	Age	Designation	Qualification	Experience (In years)	Gross Remuneration (In ₹)	Date of commencement of employment	Last Employment		% of Equity Shares held by employee in the Company	Relation with Director/ Manager of the Company
								Name of Employer	Position held		
1	Mr. Deep Gupta	46	Whole time Director & CFO	BE, MBA	15+	6,000,000.00	17.11.1997	Not pplicable	Not pplicable	4.96%	NIL

B Employed for the part of financial year and were in receipt of average gross remuneration not less than ₹ 5 lacs per month

Sr. No.	Name of Employee	Age	Designation	Qualification	Experience (In years)	Gross Remuneration (In ₹)	Date of commencement of employment	Last Employment		% of Equity Shares held by employee in the Company	Relation with Director/ Manager of the Company
								Name of Employer	Position held		
NOT APPLICABLE											

Note:

Other terms and conditions as per Company's rules/ schemes and terms of individual appointment letter.

ANNEXURE 6

PARTICULARS OF EMPLOYEES AND RELATED DETAILS

(Pursuant to section 197(2) of the Companies Act 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

No.	Requirements	Disclosures		
1	The ratio of remuneration of each Director to the Median remuneration of employees for the financial year	Mr. Nikhil Chaturvedi, MD	17.65:1	
		Mr. Deep Gupta, WTD	29.41:1	
		Mr. Akhil Chaturvedi, WTD	Nil	
		Mr. Salil Chaturvedi, NED	Nil	
		Mr. Nigam Patel, NED	Nil	
		Mr. Salil Chaturvedi, NED	Nil	
		Mr. Dinesh Arya, ID	Nil	
		Mr. Hetal Hakani, ID	Nil	
2	Percentage increase in Remuneration of each director CFO, CEO, CS in the Financial Year	Mr. Nikhil Chaturvedi, MD	No increase	
		Mr. Deep Gupta, WTD & CFO	No increase	
		Mr. Ajayendra P. Jain, CS	30% increase	
3	The Percentage increase in the median remuneration of employees in the financial year	There was no increase in the remuneration of median employee during the financial year		
4	The Number of permanent employees on the rolls of the Company	There were 193 employees as on 31st March 2015		
5	The explanation on the relationship between average increase in remuneration and the Company Performance	There was no average increase in the remuneration of employees of the company during the FY		
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	KMPs are being paid far below the market standard. Though the company incurred the loss during the financial year, a reasonable increment was given to CS due to additional responsibility assigned to him.		
7	Variation in the market capitalization of the Company, price earnings ratio as at closing date of the current financial year and previous financial year and, percentage increase over decrease in the market quotation of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of a listed Companies, the variation in the net worth of the Company as at the close of the current financial year and previous financial year	Particular	On 31.03.2015	On 31.03.2014
		Market Capitalisation	₹ 57.18 Crore	₹ 82.91 Crore
		Price Earnings ratio	(0.77)	90.63
		Variation in market quotation	(69.42%)	(55.66%)
		Net worth	₹ 483.94 Crore	₹ 562.03 Crore
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	There is no increase the remuneration of managerial personnel and employees of the Company during the Financial year.		
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Name of KMPs	% of net profit**	
		Mr. Nikhil Chaturvedi, MD	NA	
		Mr. Deep Gupta, WTD & CFO	NA	
		Mr. Ajayendra P. Jain, CS	NA	
10	The key parameters for any variable component of remuneration availed by the directors	There are no variable components in the remuneration of director.		
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	There is no employee of the Company who draws the remuneration higher than the highest paid director		
12	Affirmation that the remuneration is as per the remuneration policy of the Company	It is confirmed that the remuneration is paid as per the remuneration policy of the Company.		

** During the financial year, company incurred the loss, however the remuneration payable to directors are within limit specified under schedule V of the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

Growth picked up in 2014, inflation markedly declined, and the external position was comfortable, helped by positive policies and lower global oil prices. The outlook for India is for economic strengthening through higher infrastructure spending, increased fiscal devolution to states, and continued reform to financial and monetary policy. The government underscored its intention to move steadily to tackle politically difficult structural issues that have stalled investment and limited economic performance in recent years.

A more robust economic performance than was earlier indicated emerges from revised data based on an updated base year, wider coverage of goods and services, and the inclusion of tax data to estimate economic activity. Real growth in India was previously estimated as a change in volume, but the new series estimates value added at each stage.

The government's initial estimates for year ending 31 March 2015 show that economic growth accelerated to 7.4%. Growth is forecast to further grow to 8.1 percent in 2015 and 8.2 percent in 2016, benefiting from the acceleration of infrastructure projects, strong consumer spending due to lower inflation and monetary easing and gradual improvements in market sentiments.

INDUSTRY OVERVIEW

The Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. It accounts for over 10 per cent of the country's Gross Domestic Product (GDP) and around 8 per cent of the employment. India is the world's fifth-largest global destination in the retail space.

India's retail market is expected to nearly double to US\$ 1 trillion by 2020 from US\$ 600 billion in 2015, driven by income growth, urbanisation and attitudinal shifts¹. While the overall retail market is expected to grow at 12 per cent per annum, modern trade is expected to expand twice as fast at 20 per cent per annum and traditional trade at 10 per cent. Retail spending in the top seven Indian cities amounted to ₹ 3.58 trillion (US\$ 57.6 billion), with organised retail penetration at 19 per cent as of 2014.

Online retail is expected to be at par with the physical stores in the next five years. India is expected to become the world's fastest growing e-commerce market, driven by robust investment in the sector and rapid increase in the number of internet users. India's e-commerce market is estimated to expand to over US\$ 100 billion by 2020 from US\$ 3.5 billion in 2014.

¹ The Boston Consulting Group and Retailers Association of India published a report titled, 'Retail 2020: Retrospect, Reinvent, Rewrite'

Investment Scenario

The Indian retail industry in the single-brand segment received Foreign Direct Investment (FDI) equity inflows totaling US\$ 275.4 million during April 2000 –March 2015, according to the Department of Industrial Policies and Promotion (DIPP). With the rising need for consumer goods in different sectors including consumer electronics and home appliances, many companies continued to invest in the Indian retail space with the major emphasis on e-commerce.

Retail: The road ahead

E-commerce is expanding steadily in the country. Customers have the ever increasing choice of products at the lowest rates. E-commerce is probably creating the biggest revolution in the retail industry, and this trend is expected to continue in the years to come. Traditional retailers are exploring the digital retail channels (e-commerce), which would enable them to spend less money on real estate while reaching out to more customers in tier-2 and tier-3 cities. The long-term outlook for the industry is positive, supported by rising incomes, favourable demographics, entry of foreign players, and increasing urbanisation.

References: Media Reports, Press Releases, Deloitte report, Department of Industrial Policy and Promotion website, Union Budget 2015–16; Exchange Rate Used: INR 1 = US\$ 0.016 as on July 20, 2015.

India's Textile and Fashion Industry

India is the world's second largest producer of textiles and garments and accounts for 63 per cent of the market share of textiles and garments. The textile and apparel industry can be broadly divided into two segments, yarn & fibre and processed fabrics & apparel. India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share. In addition, India accounts for about 14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton; and third largest in cellulosic fibre).

The domestic textile and apparel industry in India is estimated to reach US\$ 100 billion by 2017 and US\$ 141 billion by 2021 from US\$ 67 billion in 2014. The size of India's textile market in 2014 was US\$ 99 billion; the market is expected to expand at a compound annual growth rate (CAGR) of 9.6 per cent over 2014–23 to US\$ 226 billion as per estimates.

Exports have been a core feature of India's textile and apparel sector and its export is expected to increase to US\$ 82 billion by 2021 from US\$ 40 billion in 2014. Demand for apparel is likely to rise to US\$ 122 billion by 2017 from US\$ 65 billion in FY11.

BUSINESS OVERVIEW

Business Policy

Provogue maintains generally accepted standards of corporate conduct towards its employees, consumers and society at large. We believe that the policies must balance individual interest with corporate goals and operate within the accepted norms of propriety, equity and sense of justice. The Company believes that it is rewarding to be better managed and governed and to align and intensify its activities with the national interest. The Company makes all round efforts in its pursuit to enhance market share and enhance shareholders value in the industry.

Provogue Operations

Provogue commenced operations as a manufacturer and retailer of apparel under the brand Provogue in 1997. Over time, the brand has gained strong recognition and has grown to become a leading retailer of fashion apparel and accessories for men and women. Projecting itself as a customer-first company, Provogue constantly strives to provide the Indian consumer complete satisfaction when it comes to their fashion retail needs.

Provogue retails its products through exclusive Provogue Stores and by opening Shop-in-Shop outlets in National Chain Stores (NCS) and Multi Brand Outlets (MBO).

Internal Control System and Adequacies

The Company has adequate internal control procedures commensurate with the size and nature of its businesses. The internal control system is supplemented by extensive internal audits, regular reviews by the management and well-documented policies and guidelines to ensure reliability of all records to prepare financial statements and other data. Moreover, the Company continuously upgrades these systems in line with the best accounting practices. The Company has independent audit systems to monitor the entire operations and the Audit Committee of the Board regularly review the findings and recommendations of internal audits.

OPPORTUNITIES AND THREATS

Opportunities

The retail sector in India is today one of the fastest growing business segments in the country, comprising over 13 million outlets and employing over 18 million people. Rise in disposable income, changing lifestyles and favourable demographics are the key factors driving this growth.

With organised retail and e-commerce expected to grow at a rate of over 20% per annum, India's new consumption story continues to provide the Company immense opportunities. Our strong brand positioning further helps us to leverage this position.

Large investments in new retail concepts are changing the rapidly evolving organized retail landscape in India. This is not just restricted to the metros but has also spread to Tier-2 and Tier-3 cities. Provogue is expected to benefit significantly from a combination of the growth in retail and as the rise of the consuming class in Tier-2 and Tier-3 cities continues.

Threats

Apart from ever moving fashion trends and the emergence of new e-commerce players, demand for talent may result in increasing attrition of employees. The Company has adopted policies that will attract and retain the best talent.

RISK MANAGEMENT

Economic Risk

A slowdown in economic growth in India could cause the business to suffer as the Company's performance is highly dependent on the growth of the economy, which in turn leads to a rise in disposable incomes and resultant consumption.

Favourable population growth, a large pool of highly skilled workers, greater integration with the world economy and increasing domestic and foreign investment suggest that the Indian economy will continue its growth momentum for several years to come.

Business Risk

The Company operates in upper market lifestyle products associated with high advertisement costs and risk related to brand management. The inventory cost related to lifestyle garments is traditionally a matter of risk, however through effective inventory management the Company has reduced the risk to a minimal level.

The Company has a low debt equity ratio and is well placed to take care of its borrowings. The foreign exchange transactions of the Company are suitably covered and there are no materially significant exchange rate risks associated with international trade.

Fashion Risk

This risk would arise through the Company's inability to set trends and understand changing fashion styles, which can lead to lower sales and profitability.

However, it is the Company's constant endeavour to be closer to and understand the customer through its diversified retail outlets. We also have a talented design team in place that is in step with the latest national and international fashion trends and ensures that they are reflected in designs for our customers. Though the Company has its mitigation in place, fashion risk cannot be completely eliminated.

Brand Risk

Any event that tarnishes the image of the brand can lower the value of the brand and adversely affect the Company's business.

The Company's business model revolves around its brands and, therefore, the Company ensures that none of the characteristics and attributes of the brand are compromised within the Company's communication to its customers. The Company also gives wide focus on customer preferences and conducts extensive in-house research to maintain top-of-the-mind recall with the customer base with respect to the brand. The Company believes that it has an appropriate mitigation plan in place to handle brand risk.

HUMAN RESOURCES

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potentials of its employees.

Focused and organized investment in training and development, continuance of productivity improvement efforts and an employee satisfaction survey are some of the highlights of our ongoing HR activities.

Industrial relations across different locations of the Company were cordial during the year and the Company continues to maintain its focus on human resources development. The total number of employees of the Company as on 31st March 2015 stood at 193.

OUTLOOK

A strong brand image, vertical integration in captive manufacturing facilities and diversifying into new retail formats and channels position the Company as an integrated player in the growing domestic consumption story. With the Indian economy on a firm foundation and the organized retail industry surging, the Company is confident that it is well placed to take advantage of the growth opportunities in the coming years.

FINANCIAL PERFORMANCE

Revenue, EBIDTA and Profit after tax

The Company recorded total revenue of ₹ 548.72 Crore against last year's revenue of ₹ 621.78 Crore, which represents degrowth of 11.75 % over the previous year.

The loss for the year after tax is ₹ 74.56 Crore as against the profit of ₹ 94.30 lac in the previous year. The prime reasons for this loss were the delay in insurance reparations from the major Daman factory fire that occurred in February 2014, which is delaying return of full manufacturing operations; a slowdown in our export business due to macro-economic impacts in African markets and the switch of mainstream fashion business into ecommerce that has impacted like-to like offline store growth.

Cautionary Statement

This report contains forward-looking statements based on certain assumptions and expectations of future events. Actual performance, results or achievements may differ from those expressed or implied in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy rests on the pillars of integrity, accountability, equity, transparency and environmental responsibility that conform fully with laws, regulations and guidelines. Its philosophy on the code of Corporate Governance is:

- To ensure adequate control systems to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders.
- To ensure that the decision making process is fair, transparent and equitable.
- To ensure fullest involvement and commitment of the management for maximization of stakeholders value.
- To imbibe the corporate values in the employees and encourage them in their conduct.
- To ensure that the Company follows the globally recognized Corporate Governance practices.

II. BOARD OF DIRECTORS

a. Composition of the Board

As on 31st March, 2015 the Board of Directors comprises six (6) Directors, out of which three (3) are Executive Directors, two (2) are Independent Directors and one (1) is Non-Executive Director. The Chairman is Non-executive Director and 1/3rd of the Board comprises Independent Directors. However, the Company is in process of appointment of a Woman Director on the Board of the Company, we hope that the same shall be frozen shortly.

During the financial year 2014-15, four Board Meetings were held on 29th May, 2014, 14th August, 2014, 14th November, 2014 and 12th February, 2015 and the gap between two meetings were not more than One hundred & Twenty days. The constitution of Board of Directors, details of meetings attended by Directors and the information with regard to membership of Committees are as under:

Name of the Director	Category ⁴	No. of Board Meetings attended	Last AGM	No. of Directorships and Committee Memberships and Chairmanships including Company's		
				Directorship ¹	Committee ^{2&3}	
					Chairmanship	Membership
Mr. Dinesh Arya	C & ID	4	Yes	3	1	3
Mr. Hetal Hakani	ID	4	Yes	4	-	4
Mr. Nikhil Chaturvedi	MD	4	-	2	-	1
Mr. Salil Chaturvedi	NED	3	Yes	5	1	2
Mr. Deep Gupta	WTD	4	Yes	6	-	1
Mr. Akhil Chaturvedi	WTD	4	Yes	10	3	2
Mr. Rakesh Rawat ⁵	WTD	0	-	1	-	-
Mr. Nigam Patel ⁵	NED	3	-	3	1	-

1. Only Directorship in Indian Public Limited Companies (listed or unlisted) have been considered.
2. None of the Directors is a member of more than 10 Board level Committees of Public Companies in which they are Directors nor is Chairman of more than 5 such Committees.
3. In accordance with Clause 49, Membership/ Chairmanship includes Audit Committees and Stakeholders Relationship Committees of all Public Limited Companies.
4. In above table the term 'C&ID' refers to Chairman & Independent Director, 'MD' refers to Managing Director, 'ID' refers to Independent Director, 'WTD' refers to Whole-time Director and 'NED' refers to Non- executive Director.
5. Mr. Nigam Patel and Mr. Rakesh Rawat, NED's of the Company resigned from their directorships of the Company w.e.f. 3rd November, 2014 and 13th February 2015 respectively.

b. Independent Director

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013, and rules made thereunder and meet the requirements of clause 49 of the listing agreement with the Stock Exchanges. The Company has received necessary declaration from independent directors under section 149(7) of the Companies Act 2013 that he meets the criteria of independence laid down in section 149(6) of the Companies Act 2013 and clause 49 of the Listing Agreement.

c. Familiarization Programme for Independent Directors

Each newly appointed Director is taken through a formal induction and familiarization programme. The Programme has been designed to familiarize the independent directors with the Company, their roles, rights, responsibilities and liabilities in the Company, nature of the industry in which the Company operate, business model of the Company etc., through various programmes/ sessions. The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company

The details of programmes for familiarisation of Independent Directors are put up on the website of the Company at the following link: http://corporate.provogue.com/media/provogue/pdf/provogue_pdf/Familiarisaion_Programme_for_IDs_PIL.PDF

d. Board Evaluation

Clause 49 of the Listing Agreement directed that the Board shall monitor and review the Board evaluation framework. The Companies Act 2013 states that a formal annual evaluation needs to be conducted by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Board based on evaluation criteria recommended by the 'Nomination and Remuneration Committee' and 'Code for Independent Directors' prescribed under schedule IV of the Companies Act, 2013 evaluated the performance of Board members one by one. The Board after due discussion and executing evaluation methodology noted a

satisfactory performance and contribution by all members of the Board.

However, the Board advised to conduct more familiarisation programme for the Board Members to keep them updated with any amendments in statutory requirements, business updates and operations of the Company etc. enabling them to contribute better for business development and implement good corporate governance practice in the Company.

e. Details of Director seeking appointment/reappointment at the forthcoming Annual General Meeting

Pursuant to section 152(6) of the Companies Act 2013 the office of Mr. Salil Chaturverdi, Non executive Director is liable to retire by rotation. Mr. Salil Chaturverdi is a Co-founder, Mr. Salil leads the strategic direction of the Company. He stewards the evolution of the Provogue Brand and is responsible for all business extensions into other high growth sectors. Mr. Chaturverdi holds 1,02,95,135 equity shares of the Company in his name as at 31st March 2015.

f. Payment of compensation to Non-Executive directors

During the financial year 2014-15, no amount has been paid to Non-Executive Directors of the Company either as fees, compensation or otherwise.

g. Meetings of Independent Directors

In compliance with the provisions of Section 149(8) read alongwith Schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement with the Stock Exchanges, a meeting of the Independent Directors of the Company was held on 12th February 2015 without the presence of Non-Independent Directors and members of management. All the Independent Directors were present at the said meeting, to discuss the following matters;

- Review of the performance of Non-Independent Directors and the Board as a whole;
- Review of the performance of the Chairman and Directors of the Company, taking into account the view of executive directors and non – executive Directors;
- Evaluate the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

III. COMMITTEES OF THE BOARD

The Board has set up various level committees in accordance with the Listing Agreement with the Stock Exchanges. The details of committees of Board of Directors of the Company are as under:

(i) Audit Committee

a. Composition:

As on 31st March 2015, the Audit Committee comprised of two Independent Directors namely Mr. Dinesh Arya and Mr. Hetal Hakani, and one whole-time director, Mr. Akhil Chaturvedi. The Chairman of the Committee is Mr. Dinesh Arya, Independent Director. Mr. Ajayendra P. Jain, Company Secretary acts as secretary of the Audit Committee. The members of the Committee are well versed in finance, accounts, company law and general business practices.

b. Meetings of the Audit Committee:

The Audit Committee met four times during the financial year 2014-15 on 29th May, 2014, 14th August, 2014, 14th November, 2014 and 12th February, 2015. The gap between two Audit committee meetings was not more than four months.

The audit committee meetings are also generally attended by the representatives of Statutory Auditors and Head of Finance Functions of the company. The Minutes of the meeting of Audit Committee were discussed and taken note by the Board of Directors. The details of attendance of the Members in meetings are as follows:

Name of the Director	Cate-gory ¹	Position	Audit Committee Meetings	
			Held	Attended
Mr. Dinesh Arya	I & NED	Chairman	4	4
Mr. Hetal Hakani	I & NED	Member	4	4
Mr. Akhil Chaturvedi	WTD	Member	4	4

1. In above table 'I & NED' refers to Independent & Non-executive Director and WTD refers to Whole-time Director.

The Audit Committee exercises all powers, performs such functions and reviews

information as prescribed in clause 49 of the Listing Agreement read with section 177 of the Companies Act, 2013, to the extend as applicable .

(ii) Stakeholders' Relationship Committee

a. Composition:

The Stakeholders Relationship Committee is constituted by the Board to redress any grievances of the Investors and it comprises of two executive directors viz. Mr. Akhil Chaturvedi and Mr. Deep Gupta and one non-executive director namely, Mr. Salil Chaturvedi. Mr. Salil Chaturvedi, Non-executive Director is the Chairman of the Committee. During the year, in view of the resignation of Mr. Nigam Patel, non executive director and chairman of audit committee, Mr. Salil Chaturvedi, non executive director has been appointed as chairman of audit committee w.e.f 14th November, 2014. Mr. Ajayendra P. Jain, Company Secretary acts as Compliance Officer of the Company in compliance with the requirement under SEBI (Prohibition of Insider Trading) Regulation, 1992 and Clause 49 of the Listing Agreement.

b. Meetings and attendance of the Committee

During the year 2014-15, the Committee met four times on 29th May, 2014, 14th August, 2014, 14th November, 2014 and 12th February, 2015. The details of attendance of the members in meetings are as follows:

Name of the Director	Cate-gory	Position	SRC Meetings	
			Held	Attended
Mr. Salil Chaturvedi	NED	Chairman	2	2
Mr. Deep Gupta	WTD	Member	4	4
Mr. Akhil Chaturvedi	WTD	Member	4	4
Mr. Nigam Patel ²	NED	Chairman	4	2

1. In above table, 'WTD' refers to Whole-time Director and 'NED' refers Non Executive Director.

2. In view of resignation of Mr. Nigam Patel, Mr. Salil Chaturvedi, non executive director was appointed as chairman of the committee w.e.f 14th November, 2014

c. Functions of the Committee:

The Stakeholders' Relationship Committee functions with the objective of looking into redressal of Shareholders' and Investors' grievances relating to shares sent for registration of transfer, non-receipt of Annual Report etc.

d. Details of Shareholders' Complaints received, solved and pending share transfers

The total numbers of complaints received and replied to the shareholders during the year ended March 31, 2015 were 7 (Seven). There were no complaints outstanding as on March 31, 2015. The number of pending share transfers and pending requests for dematerialization as on March 31, 2015 were Nil. Shareholders'/Investors' complaints and other correspondence are normally attended to within seven working days except where constrained by disputes or legal impediments. No investor grievances remained unattended/pending for more than thirty days as on March 31, 2015.

(iii) Nomination and Remuneration Committee

a. Composition

The Nomination & Remuneration Committee comprises of two independent directors namely, Mr. Hetal Hakani and Mr. Dinesh Arya, and one Non- executive directors namely, Mr. Salil Chaturvedi. Mr. Hetal Hakani Independent Director is the Chairman of the Committee.

b. Meeting and attendance of the Committee

The Nomination & Remuneration Committee met once during the financial year on 12th February, 2015. The details of attendance of the members in meetings are as follows:

Name of the Director	Category	Position	NRC Meeting	
			Held	Attended
Mr. Hetal Hakani	ID	Chairman	1	1
Mr. Dinesh Arya	ID	Member	1	1
Mr. Salil Chaturvedi	NED	Member	1	1

In above table 'ID' refers to Independent Director, 'NED' refers to Non-Executive Director

c. Terms and References

The Board has framed the Nomination & Remuneration Committee Charter which ensures effective compliance of section 178 of the Companies Act 2013 and amended clause 49 (effective from 1st October 2014) of the listing agreement. The Board has defined terms of reference for the Nomination & Remuneration Committee, which are as follows:

1. Committee shall formulate the criteria for determining qualification, positive attributes and independence of directors;
2. Committee shall recommend to the Board a policy relating to remuneration of directors, KMPs and other employees;
3. Committee shall formulate the criteria for evaluation of independent directors;
4. Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and shall recommend to the Board their appointment and removal;
5. Committee shall form a policy on Board diversity;

d. Remuneration policy

The Remuneration policy is forming part of this Annual Report.

Remuneration to Directors

The executive directors of the Company are appointed by the Board of Directors subject to the approval of shareholders in the general meeting. The remuneration package of the executive directors is determined by the Nomination and Remuneration Committee within the permissible limits, subject to approval by the Board and shareholders in the general meeting and as per applicable provisions of the Companies Act, 2013.

The details of remuneration paid to Directors during the year 2014-15 are as under:

₹ in Lac

Name of the Director	Salary Paid	Sitting Fees paid
Mr. Dinesh Arya	-	1.00
Mr. Hetal Hakani	-	1.00
Mr. Nikhil Chaturvedi **	36.00	-
Mr. Salil Chaturvedi **	-	-
Mr. Deep Gupta	60.00	-
Mr. Akhil Chaturvedi**	-	-
Mr. Nigam Patel	-	-
Mr. Rakesh Rawat	-	-

** Directors are brothers.

IV. SUBSIDIARY MONITORING FRAMEWORK

The Company has 15 subsidiary companies as on 31st March, 2015. Out of which, none of the company is 'material non-listed Indian subsidiary' as defined in Clause 49 of the Listing Agreement.

A policy for determining 'Material Subsidiary' is forming part of a 'Policy governing Related Party Transactions' framed by the Company and the same is available on the website of the Company at the following link:

http://corporate.provogue.com/media/provogue/pdf/corp_govern/Policy_Governing_Related_Party_Transactions_PIL.pdf

The performance and management of the subsidiary is monitored inter-alia by the following means:

Financial Statements and in particular the investments made by the unlisted subsidiary company are reviewed by the Audit Committee of the Company.

The Minutes of the Board Meetings of the subsidiary company are placed before the company's Board for its regular review

V. AFFIRMATIONS AND DISCLOSURES

a. Listing Agreement Compliances

The Company complies with all the requirements of the listing agreement with the stock exchanges and the mandatory requirements of clause 49 of the listing agreement with the stock exchanges except Clause 49 (II) A which requires the appointment of Woman Director on the Board. The Company is in process of appointment of a Woman Director and hope that the same shall be frozen shortly.

b. Related party transactions

All transactions entered into with the related parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under the note 31(H) of significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18". A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Clause 49, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website at the following link:

http://corporate.provogue.com/media/provogue/pdf/corp_govern/Policy_Governing_Related_Party_Transactions_PIL.pdf

c. Statutory Compliances, Penalties and strictures.

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI except as mentioned in para (a) above. There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

d. Vigil Mechanism/Whistle Blower Policy

Pursuant to Subsections of (9) and (10) of Section 177 of the Companies Act, 2013, and clause 49 of the listing agreement with the stock exchanges, the Company has established a Vigil Mechanism Policy for its directors and employees to safeguard them against victimization of persons who use vigil mechanism and report genuine. The Audit Committee of the Company oversees the Vigil Mechanism on regular basis.

Your Company hereby affirms that no director/employee has been denied access to the Chairman of Audit Committee and that no complaints were received during the quarter.

The policy on Vigil Mechanism may be accessed on Company's website at the following link:
http://corporate.provogue.com/media/provogue/pdf/corp_govern/Whistle_Blower_Policy_Vigil_Mechanism_PIL.pdf

e. Insider Trading Code

With a view to regulate trading in securities by the promoters, directors and designated/ specified employees, the Company had adopted a Code of Conduct for prevention/prohibition of Insider Trading. The Board of Directors in its meeting held on 29th May 2015 adopted a new "Code of Conduct for Insider Trading and Fair disclosure of UPSI" in compliance with SEBI (Prohibition of Insider Trading) Regulation 2015, effective from 15th May 2015.

f. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

g. Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

h. Management Discussion and Analysis Report

A Management Discussion and Analysis Report forms part of the annual report and includes discussion on various matters specified under Clause 49[VIII][D] of the Listing Agreement.

i. CEO & CFO certification

Mr. Nikhil Chaturvedi, Managing Director and Mr. Deep Gupta, Whole-time Director & Chief Financial Officer have provided certification on financial reporting and internal control to the Board as required under clause 49(IX) of the Listing Agreement.

j. Code of Conduct

The Board has implemented a Code of Conduct for all Board members and senior management Personnel of the Company. The Code has been circulated to all members of the Board and

Senior Management Personnel and has also been uploaded on the website of the Company i.e. www.provogue.com. The compliance of Code has been affirmed by all of them on annual basis. A declaration by the Managing Director of the Company in this respect is given below:

"I, Nikhil Chaturvedi, Managing Director of Provogue (India) Limited, in terms of provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, hereby confirm that all Board Members and Senior Management Personnel have affirmed the compliance with the "Code of Conduct and business ethics" of the Company during the financial year ended March 31, 2015."

Sd/-

Nikhil Chaturvedi, Managing Director

VI. MEANS OF COMMUNICATION

- a. Results were published in prominent daily newspapers, viz., Financial Express, a English language nationwide daily newspaper and Mumbai Lakshadeep, Regional language daily local newspaper.
- b. The Company has its own web site and all vital information relating to the Company etc. have been uploaded on the web site for the benefit of the public at large. Company's web site address is www.provogue.com.
- c. The company promptly uploads the presentations made by management of the Company to the investors on Company's website.
- d. Designated email-id: The Company has designated email-id investorservice@provogue.com for investor servicing.
- e. SEBI Complaint Redressal Systems (SCORE)

The Investors' Complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are available in centralized data base of complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the Complaints.

VII. GENERAL BODY MEETING

The Location, date and time of General Meeting held during the last 3 years are given hereunder:

Financial Year	Date	Time	Location	No. of Special Resolutions passed
Annual General Meetings:				
2011-12	28.09.12	03.00 p.m.	Eden Hall, The Classique Club, Behind Infinity mall, New Link Road, Andheri (W), Mumbai-400 053	1
2012-13	30.09.13	03.00 p.m.	Eden Hall, The Classique Club, Behind Infinity mall, New Link Road, Andheri (W), Mumbai-400 053	1
2013-14	30.09.14	02.00 p.m.	Eden Hall, The Classique Club, Behind Infinity mall, New Link Road, Andheri (W), Mumbai-400 053	3

Court Convened Meeting

2011-12	12.12.11	1.24 p.m.	Esquire Hall, The Classique Club, Behind Infinity mall, New Link Road, Andheri (W), Mumbai-400 053	2
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- Whether any Special Resolution passed put through postal ballot – No.
- None of the items transacted at the last Annual General Meeting held on 30th September 2014 were required to be passed by postal ballot, nor any resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

VIII. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting for the year 2015 is scheduled to be held on Wednesday, 30th September 2015 at Eden Hall, The Classique Club, behind Infinity Mall, New Link Road, Andheri (W), Mumbai-400053 at 12.00 p.m.

Financial year : 1st April to 31st March

Date of Book Closure : Thursday, 24th September 2015 to Wednesday 30th September 2015 (both days inclusive for the purpose of AGM)

Dividend Payment Date : N.A.

Listing of Stock Exchange : BSE Limited (BSE). National Stock Exchange of India Ltd (NSE)

Scrip Code:

BSE Limited : 532647
(Demat segment)

National Stock Exchange: PROVOGE of India Ltd.
(Demat segment)

Demat ISIN in NSDL and : INE968G01033
CDSL for Equity Shares

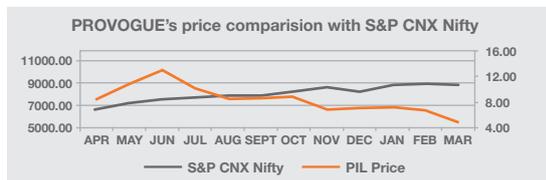
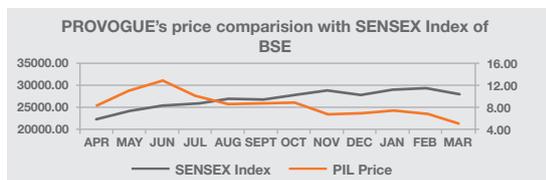
Registrar and Share Transfer Agent : M/s Link Intime India Pvt. Ltd.
C/13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai 400078
Phone: 022-2594 6970,
Fax: 022-2594 6969
Email id: rnt.helpdesk@linkintime.co.in

Stock Market Price data for the year 2014-2015

Month	BSE			
	Share Price (in ₹)			Sensex
	High	Low	Close	Close
Apr 2014	9.14	7.00	8.29	22417.80
May 2014	14.10	7.45	10.95	24217.34
Jun 2014	15.20	10.90	12.62	25413.78
Jul 2014	13.25	10.10	10.10	25894.97
Aug 2014	10.98	8.54	8.61	26638.11
Sept 2014	10.75	7.90	8.52	26630.51
Oct 2014	9.40	7.91	8.82	27865.83
Nov 2014	9.90	5.80	6.74	28693.99
Dec 2014	7.98	6.00	6.93	27499.42
Jan 2015	8.65	6.00	7.07	29182.95
Feb 2015	7.60	6.50	6.62	29361.50
Mar 2015	6.70	4.51	4.96	27957.49

Month	NSE			
	Share Price (in ₹)			Nifty
	High	Low	Close	Close
Apr 2014	9.15	7.00	8.40	6696.40
May 2014	14.10	7.30	10.85	7229.95
Jun 2014	15.20	10.75	12.80	7611.35
Jul 2014	13.25	9.95	10.20	7721.30
Aug 2014	10.95	8.50	8.60	7954.35
Sept 2014	10.80	7.95	8.50	7964.80
Oct 2014	9.20	7.90	8.85	8322.20
Nov 2014	9.30	5.80	6.75	8588.25
Dec 2014	8.10	5.90	7.05	8282.70
Jan 2015	8.75	6.60	7.10	8808.90
Feb 2015	7.45	6.50	6.60	8901.85
Mar 2015	6.75	4.55	5.00	8901.85

Performance in comparison to broad based indices of monthly closing price of Company's share with BSE SENSEX Index & NSE S&P CNX Nifty



Share Transfer system:

The Company's shares are traded in Stock Exchange compulsorily in demat mode. Shares in physical mode which are lodged for transfer are processed and returned to the shareholders within 15-20 days from the date of receipt.

Dematerialization of shares:

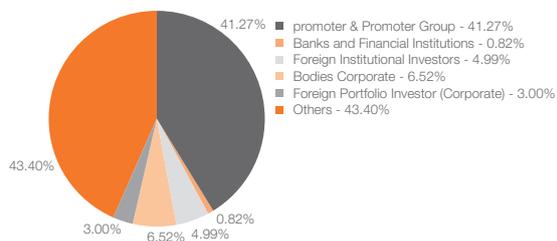
As on 31st March 2015, 11,42,92,658 Equity shares of the Company, representing 99.94% of its issued capital, were held in dematerialized form and the balance 0.06% representing 64,437 equity shares were held in physical form.

Distribution of shareholding as on 31st March, 2015

Share holding	Share Holders		Shares	
	No. of Shares	% to total share capital	No. of Shares	% to total share capital
(1)	(2)	(3)	(4)	(5)
Upto 500	26004	76.90	4271679	3.74
501-1000	3379	9.99	2904720	2.54
1001-2000	1873	5.53	2963745	2.60
2001-3000	749	2.21	1974598	1.73
3001-4000	384	1.14	1410490	1.23
4001-5000	379	1.13	1828907	1.58
5001-10000	524	1.55	3941485	3.45
10001 and above	524	1.55	95061471	83.13
Total	33,816	100.00	11,43,57,095	100.00

Categories of Shareholders as on 31.03.2015

Category	No. of Shares	% of Share-holding
Promoters & Promoter Group	47,200,814	41.27
Banks & Financial Institutions	9,36,506	0.82
Foreign Institutional Investors	5,712,435	4.99
Bodies Corporate	7,460,873	6.52
Foreign Portfolio Investor (Corporate)	3,427,765	3.00
Others	49,618,702	43.40
Total	11,43,57,095	100.00



Details of unclaimed dividend:

Financial Year Ended	Date of declaration of Dividend	Last Date for Claiming Dividend
31.03.2008	15.09.2008	16.10.2015
31.03.2009	18.09.2009	19.10.2016
31.03.2010	24.09.2010	25.10.2017
31.03.2011	23.09.2011	24.10.2018
31.03.2012	28.09.2012	29.10.2019
31.03.2013	30.09.2013	31.10.2020
31.03.2014	Not Declared	Not Applicable

Outstanding Number of GDRs /ADRs /Warrants etc:

The Company has not issued any GDRs/ADRs and No outstanding warrants are pending for subscription.

Location of Manufacturing Units:

- 98/8 Ground Floor Daman Industrial Estate Kadaiya Village, Nani Daman, Daman, UT
- Village Gullarwala Sai Road, Baddi 173 205 Himachal Pradesh

Address for correspondence

1. Any Query on Annual Report:
Company Secretary & Compliance Officer
Provogue House, 105/106, Off New Link Road, Andheri (W), Mumbai 400 053
Phone: 022-3068 0560,
Fax: 022-3068 0570,
Email id for investors:
investorservice@provogue.com
2. Shareholders correspondence should be addressed to:

M/s Link Intime India Pvt. Ltd.
C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400078
Phone: 022-2594 6970, Fax: 022-2594 6969
Email id: rnt.helpdesk@linkintime.co.in

Shareholders holding shares in electronic mode should address their correspondence to their respective Depository Participants.

NON-MANDATORY REQUIREMENTS:

Sn. No.	Particulars	Remarks
1.	The Board	The Company does not reimburse expenses, if any, incurred by the Non-Executive Chairman for maintenance of a separate Chairman's Office.
2.	Shareholders' Rights	Quarterly financial results of the Company are furnished to the Stock Exchanges and are also published in the news papers and uploaded on website of the Company. Hence, quarterly results were not separately sent to shareholders. Significant events are also posted on the Company's website under the Investors Section. The complete Annual Report sent to every shareholder of the Company
3.	Audit qualifications	There are no audit qualifications in the financial statement for the period 2014-15. Standard practices and procedures are in place to ensure unqualified financial statements.
4.	Separate posts of Chairman and CEO	The Company has appointed Independent Director as Chairman of the Company and company is not having position of CEO.
5.	Reporting of Internal Auditor	The Internal Auditor quarterly place the Internal audit report before the Audit Committee for its review and comments.

For and on behalf of Board of Director

Date : 13th August, 2015
Place : Mumbai

Nikhil Chaturvedi
Managing Director

Deep Gupta
Whole time Director

A REPORT ON CORPORATE GOVERNANCE BY COMPANY SECRETARY IN PRACTICE.

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

We have reviewed the implementation of Corporate Governance produced by the company during the year ended 31st March, 2015 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied with the material conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges except composition of Board was not in line with provision of section 149 of the Companies Act, 2013 and Clause 49(II)(A) of the Listing Agreement.

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For HS Associates,
Company Secretaries**

**Hemant Shetye
Partner
FCS 2827
COP 1483**

Date: 13th August, 2015
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To,

The Members of Provogue (India) Limited,

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Provogue (India) Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend

on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter:

We draw attention to the following matters in the Notes to the financial statements:

- a) Note 31(A)(h) to the financial statements regarding non-provision of service tax for the period from June 01, 2007 to September 30, 2011 on rent on immovable properties taken for commercial use by the Company, aggregating ₹ 279.47 Lacs, pending final disposal of the appeal filed before the Hon'ble, Supreme Court. The matter is contingent upon the final outcome of litigation.
- b) Note 31(B) to the financial statements regarding the Company's financial involvement (equity capital and loans) aggregating ₹ 220.76 Lacs in Sporting & Outdoor Ad-Agency Private Limited, a subsidiary Company. The Company considers no provision for any loss is currently necessary for the reasons stated in the note.

Our opinion is not qualified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central

Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 (A) (f), (g), (h) and (i) to the financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Ajay Shobha & Co.

Chartered Accountants
Firm Reg. No. 317031E

Ajaykumar Gupta

Partner

Mem. No. : 53071

Place : Mumbai

Date : 29th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report to the members of Provogue (India) Limited for the year ended 31st March, 2015.

As required by the Companies (Auditors Report) Order, 2015 and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets except quantitative details in respect of Furniture & Fixtures and Office Equipments.
- b) All the assets have been physically verified by the management in accordance with a phased programme of verification except in respect of Furniture & Fixtures and Office Equipments, which in our opinion is reasonable, considering the size and the nature of its assets. In pursuance of the programme, the company has verified certain fixed assets during the year. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
- (ii) a) The inventories have been physically verified by the management under supervision of independent firms of Chartered Accountants during the year at reasonable intervals and also at the end of the year. In respect of inventory lying with third parties, confirmations have been obtained from those parties.
- b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of its inventories. No material discrepancies were noticed on physical verification as compared to book records.
- (iii) The Company has not granted any loans secured or unsecured to the parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) (a) and (b) of the said Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and for the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.

(v) The Company has not accepted any deposits from the public.

(vi) The Central Government has prescribed the maintenance of cost record under Section 148(1) of the Act. We have not reviewed the cost records maintained by the Company but based on the information submitted by the Company we are of the view that such accounts and records have been made and duly maintained.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess to the extent applicable have generally been regularly deposited with the appropriate authorities. There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2015 for a period more than six months from the date they became payable except Tax Deducted at Source amounting to ₹ 8.63 lacs, Service Tax amounting to 16.21 lacs and Value Added Tax amounting to 0.33 lacs.

b) According to the records of the Company, Income Tax, Wealth Tax, Sales Tax, Service Tax, Duty of customs, Duty of excise, Value Added Tax and Cess which have not been deposited on account of any dispute with the relevant authorities are given below:

Name of Statute	Amount (₹ in Lacs)	Period to which amount relates	Forum where dispute is pending
Sales Tax	87.87	2005-06 to 2008-09	Deputy Commissioner / Joint Commissioner – Appeals
Income Tax	1294.55	2007-08 to 2011-12	ITAT (Appeals)

c) According to the information and explanations given to us, The amount which were required to be transferred to investor education and protection fund in accordance with the relevant provision of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

(viii) The Company has no accumulated losses at the end of the financial year and it has incurred cash

losses during the financial year but it has not incurred cash losses during the immediately preceding financial year.

- (ix) As per information and explanation given by management, the company has not defaulted in repayment of its dues to banks and financial institutions.
- (x) The Company has given guarantee for loan taken by two subsidiaries from banks and financial institutions at the terms and conditions which are prima facie not prejudicial to the interest of the Company.
- (xi) The Company has not obtained any term loans during the year under report.
- (xii) During the course of our examination of the books and records of the Company, carried out in

accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of any fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For Ajay Shobha & Co.

Chartered Accountants
Firm Reg. No. 317031E

Ajaykumar Gupta

Partner

Mem. No. : 53071

Place : Mumbai

Date : 29th May, 2015

BALANCE SHEET

as at 31st March, 2015

(₹ In Lacs)

Particulars	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	1,143.57	1,143.57
Reserves & surplus	3	47,250.38	55,058.95
		48,393.95	56,202.52
Non-current liabilities			
Long-term borrowings	4	4,566.42	5,818.28
Other long term liabilities	5	271.40	350.56
Long-term provisions	6	12.78	14.78
		4,850.60	6,183.62
Current liabilities			
Short-term borrowings	7	21,486.09	22,144.62
Trade payables	8	6,628.92	6,297.22
Other current liabilities	9	1,422.76	755.87
Short-term provisions	10	259.08	333.85
		29,796.85	29,531.56
		83,041.40	91,917.70
ASSETS			
Non-current assets			
Fixed assets	11		
Tangible assets		2,479.62	3,646.41
Intangible assets		23.49	150.99
Non-current investments	12	10,758.46	10,783.38
Deferred tax assets (net)	13	1,135.37	962.00
Long-term loans and advances	14	5,419.31	5,702.67
		19,816.25	21,245.45
Current assets			
Current investments	15	137.38	1,319.26
Inventories	16	38,066.87	34,357.56
Trade receivables	17	20,053.99	23,534.95
Cash & bank balances	18	2,506.49	970.87
Short-term loans and advances	19	1,410.41	9,494.91
Other current assets	20	1,050.01	994.70
		63,225.15	70,672.25
		83,041.40	91,917.70
Significant Accounting Policies	1		
Accompanying Notes to Accounts	31		

As per our report of even date attached

For Ajay Shobha & Co.

Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta

Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi

Managing Director
DIN No. : 00004983

Ajayendra P. Jain
Company Secretary

Deep Gupta

Whole-time Director & CFO
DIN No. : 00004788

STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2015

(₹ In Lacs)

Particulars	Notes	Year ended 31.03.2015	Year ended 31.03.2014
INCOME			
Revenue from operations	21	54,545.85	61,436.03
Other income	22	326.74	742.70
Total revenue		54,872.59	62,178.73
EXPENSES			
Cost of materials consumed	23	48,424.13	38,493.94
Purchases of stock - in - trade	24	3,423.56	10,764.70
Changes in inventories of finished goods, work in process and stock in trade	25	(706.58)	(2,176.66)
Employee benefits expense	26	813.56	1,333.46
Finance costs	27	3,886.52	3,701.06
Depreciation and amortisation expense		841.93	829.27
Other expenses	28	6,742.35	7,281.50
Total expenses		63,425.47	60,227.27
Profit / (Loss) before exceptional items and tax		(8,552.88)	1,951.46
Less:			
Exceptional items	29	(1,042.83)	1,842.93
Profit / (Loss) before tax		(7,510.05)	108.53
Less : Tax expenses			
- Current tax		-	58.22
- Deferred tax liability / (asset)		(54.24)	(43.99)
Total tax expense		(54.24)	14.23
Profit / (loss) for the year		(7,455.81)	94.30
Earnings per equity share	30		
Nominal value of share ₹ 1: Basic		(6.52)	0.08
: Diluted		(6.52)	0.08
Significant Accounting Policies	1		
Accompanying Notes to Accounts	31		

As per our report of even date attached

For Ajay Shobha & Co.

Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta

Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi

Managing Director
DIN No. : 00004983

Ajayendra P. Jain
Company Secretary

Deep Gupta

Whole-time Director & CFO
DIN No. : 00004788

CASH FLOW STATEMENT

for the year ended 31st March, 2015

(₹ In Lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax	(7,510.05)	108.53
Adjustments for :		
Depreciation	841.93	829.27
Finance costs	3,326.54	3,302.18
Loss on sale / discard of fixed assets	-	84.44
Interest income	(181.99)	(672.85)
Dividend income	(34.73)	(63.69)
Net (gain) / loss on sale of current investments	(108.92)	-
Unrealised (gain) / loss on foreign exchange fluctuations (net)	(279.16)	(183.68)
Operating profit before working capital changes	(3,946.38)	3,404.20
Adjustments for :		
Decrease / (Increase) in Trade receivables	3,480.96	(3,177.83)
Decrease / (Increase) in Inventories	(3,709.31)	(1,939.84)
Decrease / (Increase) in Short-term loans and advances	8,084.50	3,274.29
Decrease / (Increase) in Long-term loans and advances	345.88	(429.65)
Decrease / (Increase) in Other current assets	(55.31)	(257.71)
Increase / (Decrease) in Trade payables	331.70	(2,178.21)
Increase / (Decrease) in Other current liabilities	(83.55)	(16.40)
Increase / (Decrease) in Other long- term liabilities	(79.18)	69.67
Increase / (Decrease) in Long-term provisions	(2.00)	(4.19)
Increase/(Decrease) in Short term provisions	(74.77)	31.98
Cash generated from / (used in) operations	4,292.53	(1,223.69)
Direct taxes paid	(62.52)	(235.37)
Net cash flow from / (used in) operating activities	4,230.01	(1,459.06)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets - tangible	(19.51)	(11.39)
Purchase of fixed assets - intangible	-	(115.30)
Sale of fixed assets - tangible	-	16.98
Purchase of investments - non-current	-	2,679.00
Sale of investments - current	1,181.88	216.52
Sale of investments - non-current	133.85	6.11
Redemption / maturity of bank deposits (having original maturity more than 3 months)	(591.40)	7.43
Dividend income	34.73	63.69
Interest income	181.99	672.85
Net cash flow from / (used in) investment activities	921.54	3,535.89

CASH FLOW STATEMENT

for the year ended 31st March, 2015

(₹ In Lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from borrowings - long term (net)	(501.42)	(215.17)
Proceeds from borrowings - short term (net)	(658.53)	647.29
Financing charges	(3,326.54)	(3,302.18)
Dividend paid including tax thereon	-	(133.79)
Net cash flow from / (used in) financing activities	(4,486.49)	(3,003.85)
Net increase / (decrease) in cash and cash equivalents	665.06	(927.02)
Cash and cash equivalents at the beginning of the year	347.39	1,090.73
Unrealised (gain) / loss on foreign exchange fluctuations (net)	279.16	183.68
Cash and cash equivalents at the end of the year	1,291.61	347.39

Note :

1 Cash and cash equivalent at the end of the year consists of cash in hand and balances with banks as follows:

(₹ In Lacs)

	As at 31.03.2015	As at 31.03.2014
Cash in hand	19.65	1.08
Cheque in hand	1,042.83	-
Balances with Bank	229.13	346.31
	1,291.61	347.39

2 Previous year's figures have been regrouped and rearranged wherever necessary in order to confirm to current year's figures.

As per our report of even date attached

For Ajay Shobha & Co.

Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta

Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi
Managing Director
DIN No. : 00004983

Ajayendra P. Jain
Company Secretary

Deep Gupta

Whole-time Director & CFO
DIN No. : 00004788

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

CORPORATE INFORMATION:

Provogue (India) Limited (the Company) is a listed public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of manufacturing, trading of garments, fashion accessories, textile products and related materials. The equity shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited.

BASIS OF PREPARATION:

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) rules, 2014. Financial Statements are based on historical cost convention and are prepared on accrual basis.

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

a. Revenue Recognition:

- i) Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection.
- ii) Revenue in respect of export sales is recognised on shipment of products.
- iii) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- iv) Dividend income is recognised when the right to receive payment is established.

b. Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

c. Fixed Assets:

- i. Fixed Assets are stated at cost less accumulated depreciation and impairments loss, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for intended use. Indirect preoperative expenses and borrowing costs attributable to construction or acquisition of Fixed Assets for the period up to the completion of construction or acquisition of Fixed Assets are capitalised.
- ii. Intangible fixed assets are recognised only if they are separately identifiable and the Company controls the future economic benefits arising out of them. Intangible assets are stated at cost less accumulated amortisation and impairment.

d. Impairment of Fixed Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

e. Operating Lease

Operating Lease payments are recognised as an expense in the statement of Profit & Loss on a straight-line basis or other systematic basis more representative of the time pattern of the user's benefit.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

f. Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Statement of Profit and Loss.

g. Depreciation and Amortization:

a) Tangible Assets

- i) Depreciation on Fixed Assets is provided on 'Written down value method' based on useful life of assets and in the manner specified in the Schedule II of the Companies Act, 2013
- ii) Depreciation on Furniture and Fixtures at Studios is amortized equally over a period of six years from the date of capitalisation.
- iii) Fixed assets acquired on lease basis are amortised over the period of the lease term.

b) Intangible Assets

- i) Trade Mark is amortised on Straight Line Method over a period of ten years.
- ii) Computer Software is amortised on Straight Line Method over a period of three years.
- iii) Goodwill is amortised on Straight Line Method over a period of five years

h. Investments:

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

i. Miscellaneous Expenditure:

- i) Preliminary expenses are amortised in the year in which they are incurred.
- ii) Expenses on preferential issue of shares/warrants are written off against the securities premium received.

j. Inventories:

Inventories are valued as follows:

- (a) Finished Goods are valued at lower of cost or net realisable value. *
- (b) Work-in-Process are valued at lower of cost or net realisable value. *
- (c) Raw Materials are valued at lower of cost or net realisable value. **
- (d) Accessories and Packing Materials are valued at lower of cost or net realisable value.

* Cost is arrived at on full absorption basis as per Accounting Standard - 2 "Valuation of Inventories.

** Cost is arrived at on weighted average cost method.

k. Employee Benefits:

- i) Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Profit & Loss Account for the year.
- ii) Liability for leave encashment benefits has been provided on accrual basis.
- iii) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

l. Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

m. Foreign Currency Transactions:

- i) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transactions.
- ii) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realisation is charged to the Statement of Profit & Loss.
- iii) Non-monetary items are reported at the exchange rate at the date of transaction.
- iv) Differences on translation of Current Assets and Current Liabilities remaining unsettled at the year-end are recognised in the Statement of Profit and Loss.
- v) The premium in respect of forward exchange contract is amortised over the life of the contract. The net gain or loss on account of any exchange difference, cancellation or renewal of such forward exchange contracts is recognised in the Statement of Profit & Loss.

n. Accounting for Taxation of Income :

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future. Deferred tax assets are reviewed as at each Balance Sheet date.

o. Earnings Per Share

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with the Accounting Standard 20 on Earning Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

p. Cash and Cash Equivalents(for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances(with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 2 : SHARE CAPITAL

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Authorised		
3300.00 Lacs Equity Shares of ₹ 1 each	3,300.00	3,300.00
Issued, Subscribed and Fully Paid Up		
1143.57 Lacs Equity Shares of ₹ 1 each fully paid up	1,143.57	1,143.57
	1,143.57	1,143.57

a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. in Lacs	₹ In Lacs	No. in Lacs	₹ In Lacs
Equity Shares				
At the beginning of the year	1,143.57	1,143.57	1,143.57	1,143.57
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,143.57	1,143.57	1,143.57	1,143.57

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends (if any) in Indian rupees. The dividend if any proposed by the Board of Directors (if any) is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. in Lacs	% holding	No. in Lacs	% holding
Nailsfield Limited	114.15	9.98	114.15	9.98
Salil Chaturvedi	102.95	9.00	102.95	9.00
Nikhil Chaturvedi	80.86	7.07	106.12	9.28
Floro Mercantile LLP	62.40	5.46	62.40	5.46

d) Other Information

- (i) 29.00 lacs Equity Shares (of ₹ 10 each fully paid) have been issued as preferential allotment at a premium of ₹ 440 per share in the financial year 2006-07.
- (ii) 13.34 lacs Equity Shares (of ₹ 10 each fully paid) have been issued on conversion of the share warrants issued at ₹ 450 in the ratio of one share per warrant in the financial year 2007-08 and 2008-09.
- (iii) 28.50 lacs Equity Shares (of ₹ 10 each fully paid) have been issued as preferential allotment at a premium of ₹ 1090 per share in the financial year 2008-09.
- (iv) The Company has sub divided the equity share of ₹ 10 each (fully paid up) into 5 (five) equity shares of ₹ 2 each (fully paid up) based on the approval of the share holders in the Annual General Meeting held on 15th September 2008.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

- (v) 20.50 lacs Equity Shares of ₹ 2 each have been extinguished under Buy Back Scheme in the financial year 2009-10.
- (vi) During the financial year 2011-12, pursuant to The Scheme of Arrangement, 1143.57 lacs Equity Shares of ₹ 2/- each have been reduced to 1143.57 lacs Equity Shares of Re.1/- each

NOTE 3 : RESERVES & SURPLUS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Capital Reserve		
Balance at the beginning and end of the period	1,842.22	1,842.22
Capital Redemption Reserve		
Balance at the beginning and end of the period	1,184.56	1,184.56
Securities Premium		
Balance at the beginning and end of the period	36,168.23	36,168.23
General Reserve		
Balance at the beginning and end of the period	400.00	400.00
Surplus / (deficit) in the statement of profit and loss		
Balance at the beginning of the period	15,463.94	15,370.52
Add: Profit / (loss) for the year	(7,455.81)	94.30
Less: Adjustment as refer to note no 7(b) of Schedule II of Companies Act, 2013 (Net of Deferred tax)	(352.74)	-
	7,655.38	15,464.82
Less: Appropriations		
Tax on Corporate Dividend for earlier year	-	0.88
	-	0.88
Closing Balance	7,655.38	15,463.94
	47,250.38	55,058.95

NOTE 4 : LONG-TERM BORROWINGS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Term loan from banks (Secured)	5,868.51	6,363.34
Less: Interest accrued but not due on borrowings	137.09	67.56
Less: Current maturities of long term debt (disclosed under other current liabilities)	1,165.00	477.50
	4,566.42	5,818.28
Hire purchase loans (Secured)	-	6.59
Less: Current maturities of Long Term Debt (disclosed under other current liabilities)	-	6.59
	-	-
	4,566.42	5,818.28

a) Term Loans from Banks includes :

₹ 5868.51 Lacs (PY ₹ 6363.34 Lacs) term loan from Bank of India carries interest @ Base Rate + 2.50% per annum. The loan is repayable in 60 stepped up monthly installments commencing from April 2013. The loan is secured by First exclusive charge on future credit card cash flows through escrow account mechanism; Second pari passu charge on movable & immovable fixed asset of the company and current asset of the company and further secured by personal guarantee of promoter directors.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

- b) Hire Purchase Loans amounts to Nil (PY 6.59 Lacs) were secured by hypothecation of respective vehicles financed. The loan carried interest ranging from 11% to 12.50% p.a. The loan was repayable in 36 to 60 equal monthly instalments starting from the respective date of finance.

NOTE 5 : OTHER LONG TERM LIABILITIES

(₹ In Lacs)		
Particulars	As at 31.03.2015	As at 31.03.2014
Security deposits	271.40	346.74
Unbilled lease rental	-	3.82
	271.40	350.56

NOTE 6 : LONG-TERM PROVISIONS

(₹ In Lacs)		
Particulars	As at 31.03.2015	As at 31.03.2014
Provision for gratuity	12.78	14.78
	12.78	14.78

NOTE 7 : SHORT-TERM BORROWINGS

(₹ In Lacs)		
Particulars	As at 31.03.2015	As at 31.03.2014
Working capital loans from banks		
Secured	21,154.58	21,544.66
Unsecured	331.51	599.96
	21,486.09	22,144.62

Working Capital Loans from Banks includes:

Secured :

Cash Credit Loan:

₹ 15,730.99 Lacs (PY ₹ 15,803.30 Lacs) - Secured by hypothecation of stocks and book debts, the personal guarantee of certain promoters and further collaterally secured by equitable mortgage of office and factory premises (at Daman) of the Company carrying interest @ 12.50% to 13.50% p.a.

Packing Credit Loan and Foreign Bills Purchased:

₹ 5,423.59 Lacs (PY ₹ 5,197.08 Lacs) – Secured by hypothecation of stocks and book debts of export division and the personal guarantee of certain promoters and further collaterally secured by equitable mortgage of office and factory premises (at Daman) of the Company carrying interest @ 11% to 13% p.a.

Others :

Nil (PY ₹ 544.28 Lacs) - secured by lien of approved mutual funds carrying interest @ 10% to 11% p.a.

Unsecured :

- ₹ 331.51 Lacs (PY ₹ 599.96 lacs) suppliers bills discounting limit from SIDBI carries interest rate @ 13% p.a.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 8 : TRADE PAYABLES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Due to Micro, Small & Medium Enterprises	28.45	-
Due to Others	6,600.47	6,297.22
	6,628.92	6,297.22

The company had sought confirmation from the vendors whether they fall in the category of Micro, Small and Medium Enterprises. Based on the information available, the required disclosure for Micro, Small and Medium Enterprises under the above Act is given below :

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
The principal amount remaining unpaid to any supplier as at the end of accounting year ;	28.45	-
Interest due thereon remaining unpaid at the end of accounting year;	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

NOTE 9 : OTHER CURRENT LIABILITIES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Current maturities of long term debts	1,165.00	484.09
Interest accrued & due on borrowing	137.09	67.56
Duties & taxes	106.98	146.40
Advance from customers	11.16	55.29
Security deposits	2.53	2.53
	1,422.76	755.87

NOTE 10 : SHORT-TERM PROVISIONS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Provision for leave encashment	12.75	24.84
Provision for gratuity	12.45	14.39
Provision for employee benefits payable	188.86	237.10
Provision for expenses	45.02	57.52
	259.08	333.85

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 11 : FIXED ASSETS

Particulars	Gross Block			Depreciation			Net Block			
	As At 01.04.2014	Additions during the year	Deductions during the year	As At 31.03.2015	Upto 31.03.2014	Provided for the year	Adjustments during the year	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
Tangible Assets :										
Owned Assets :										
Land	377.86	-	-	377.86	-	-	-	-	377.86	377.86
Buildings - Office	1,093.23	-	-	1,093.23	369.03	40.75	-	409.78	683.45	724.20
Buildings - Factory	561.15	-	-	561.15	257.19	36.41	-	293.60	267.55	303.96
Plant & Machinery	837.43	0.16	-	837.59	412.07	74.32	(106.23)	592.62	244.97	425.36
Furniture & Fixtures - Studios	3,870.26	7.16	-	3,877.42	2,705.29	443.21	(92.76)	3,241.26	636.16	1,164.97
Furniture & Fixtures - Others	1,189.38	2.92	-	1,192.30	798.42	156.70	(47.99)	1,003.11	189.19	390.96
Office Equipments	327.18	5.84	-	333.02	203.96	23.76	(73.12)	300.84	32.18	123.22
Vehicles	518.04	-	-	518.04	428.58	51.69	(6.70)	486.97	31.07	89.46
Computers	479.70	3.43	-	483.13	433.28	8.05	(24.61)	466.94	17.19	46.42
Total	9,254.23	19.51	-	9,273.74	5,607.82	834.89	(351.41)	6,794.12	2,479.62	3,646.41
Previous Year	9,625.98	11.39	383.14	9,254.23	5,109.97	779.57	281.72	5,607.82	3,646.41	4,516.01
Intangible Assets :										
Trade Mark - Provogue UK	57.89	-	-	57.89	28.95	5.79	-	34.74	23.15	28.94
Computer Software	167.27	-	-	167.27	149.93	1.25	(15.74)	166.92	0.35	17.34
Goodwill	115.30	-	-	115.30	10.59	-	(104.71)	115.30	-	104.71
Total	340.46	-	-	340.46	189.47	7.04	(120.45)	316.96	23.49	150.99
Previous Year	278.85	115.30	53.69	340.46	193.46	49.70	53.69	189.47	150.99	85.39
Grand Total	9,594.69	19.51	-	9,614.20	5,797.29	841.93	(471.86)	7,111.08	2,503.11	3,797.40
Previous Year	9,904.83	126.69	436.83	9,594.69	5,303.43	829.27	335.41	5,797.29	3,797.40	4,601.40

*The Company has revised depreciation rates on tangible fixed assets w.e.f. April 01, 2014 as per the useful life specified in the Schedule II of the Companies Act, 2013 or as re-assessed by the Company. As prescribed in Schedule II, an amount of ₹ 352.74 lacs (net of deferred tax) has been charged to the opening balance of retained earnings for the assets in respect of which the remaining useful life is NIL as on April 01, 2014 and in respect of other assets on that date, depreciation has been calculated based on the remaining useful life of those assets. Had the Company continued with the previously applicable Schedule XIV rates, charge for depreciation for the current year ended on March 31, 2015 would have been lower with resultant effect on the net loss by ₹ 132.03 lacs.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 12 : NON-CURRENT INVESTMENTS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Traded, Unquoted		
(Valued at cost unless stated otherwise)		
Investment in equity instruments of subsidiaries		
(All at face value of ₹ 10 each fully paid unless stated otherwise)		
Sporting & Outdoor Ad-Agency Private Limited 4,18,102 Equity Shares	132.61	132.61
Pronet Interactive Private Limited 1,00,002 Equity Shares	10.00	10.00
Millennium Aecessories Limited 15,50,000 Equity Shares	1,505.06	1,505.06
Profab Fashions Private Limited 4,50,000 Equity Shares	505.00	505.00
Provogue Infrastructure Private Limited 45,10,000 Equity Shares	5,851.00	5,851.00
Flower, Plants & Fruits (India) Private Limited. 10,000 Equity Shares	637.57	637.57
Provogue Holding Limited (Singapore) 9385 Ordinary Shares of S\$ 1 fully paid up	4.44	4.44
Faridabad Festival City Private Limited 4,11,355 Equity Shares	410.78	410.78
Acme Adertisments Private Limited 10,000 Equity Shares	1.00	1.00
Provogue Personal Care Private Limited 10,000 Equity Shares	1.00	1.00
Brightland Developers Private Limited 10,000 Equity Shares	1.00	1.00
Elite Team HK Limited 52,90,425 Equity Shares of HK\$ 1 each fully paid up	160.60	160.60
Classique Creators Limited 2,50,000 Equity Shares	5.00	5.00
Proskins Fashions Limited (Formerly known as Prozone Infrastructure Limited) 50,000 Equity Shares	5.00	5.00
Investment in equity instruments of joint ventures		
ProSFL Private Limited 50,000 Equity Shares	5.00	5.00

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Investment in equity instruments of step-down subsidiaries		
Standard Mall Private Limited 10,000 Equity Shares	1.00	1.00
Non-trade, Unquoted (Valued at cost unless stated otherwise)		
Investment in equity instruments (All at face value of ₹ 10 each fully paid unless stated otherwise)		
Presage Technopower Private Limited 3,514 Equity Shares	0.35	0.35
Investment in Preference shares		
Sudharshan Procon Private Limited (1,06,25,000 0% Non-Cumulative Compulsory Convertible Preference Shares of ₹ 10 each ₹ 8 paid up)	850.00	850.00
Investment in Debentures		
Provogue Personal Care Private Limited One 0% Fully Convertible Debenture of ₹ 650 lacs each fully paid up	650.00	650.00
Others		
Indian Real Opportunity Venture Capital Fund (Scheme: Milestone Domestic) 1,299 (PY 3,792) units of face value of ₹ 1,000 each fully paid up	12.99	37.92
Non-trade, Quoted		
Investment in equity instruments		
Andhra Bank 4,505 Equity Shares of face value of ₹ 10 each fully paid up	4.05	4.05
Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centres Limited) 2,50,000 Equity Shares of ₹ 2 each	5.00	5.00
	10,758.46	10,783.38
Note:		
Aggregate Value of Unquoted Investments	10,749.41	10,774.33
Aggregate Value of Quoted Investments	9.05	9.05
Market Value of Quoted Investments	74.94	41.13

NOTE 13 : DEFERRED TAX ASSETS (NET)

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Deferred tax assets		
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	1,087.85	914.47
Provision for doubtful debts	32.73	27.18
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	14.79	20.35
Deferred tax assets (net)	1,135.37	962.00

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 14 : LONG-TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Security Deposits	926.52	1,102.23
Advance Against Property	985.00	985.00
Loans and advances to related parties	3,202.22	3,352.53
Other loans and advances		
Advance Tax & TDS (net of provision for tax)	305.57	243.05
Input VAT receivable	-	19.86
	5,419.31	5,702.67
Details of Loans and advances to related parties :		
- To subsidiary companies		
Faridabad Festival City Private Limited	66.73	70.69
Millennium Accessories Limited	205.14	131.61
Profab Fashion (India) limited	52.49	24.49
Sporting and Outdoor Ad Agency Private Limited	88.15	88.15
Brightland Developers Private Limited	69.67	69.67
Provogue Infrastructure Pvt Ltd	964.28	1,401.04
Elite Team HK Limited (Hongkong)	1,422.75	1,363.18
Provogue Personal Care Pvt. Ltd	185.51	56.20
- To step down subsidiary company		
Standard Mall Private Limited	145.58	145.58
- To joint venture company		
ProSFL Private Limited	1.92	1.92
	3,202.22	3,352.53

NOTE 15 : CURRENT INVESTMENTS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Unquoted Investments		
(valued at lower of cost and fair value, unless stated otherwise)		
Investments in Mutual Funds		
Nil (PY 106.23 Lacs) units of DWS Short Maturity Fund	-	1,207.02
13,700 (PY 11,208) units of Reliance Money Manager Fund	137.38	112.24
	137.38	1,319.26
Note:		
Aggregate Value of Unquoted Investments	137.38	1,319.26

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 16 : INVENTORIES (VALUED AT LOWER OF COST OR NET REALISABLE VALUE)

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Raw materials and components	24,616.20	21,579.76
Work-in-process	207.00	38.20
Finished goods	8,240.42	8,250.36
Stock in trade	4,991.22	4,443.50
Accessories & packing materials	12.03	45.74
	38,066.87	34,357.56

NOTE 17 : TRADE RECEIVABLES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Due for a period exceeding six months from the date they are due for payment		
Unsecured, Considered Good	3,042.44	5,650.17
Unsecured, Considered Doubtful	100.88	83.78
	3,143.32	5,733.95
Less : Provision for Doubtful Debts	100.88	83.78
	3,042.44	5,650.17
Other Debts (Unsecured, Considered Good)	17,011.55	17,884.78
	20,053.99	23,534.95
Other debts includes amount due from related party		
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited) (Enterprise having significant influence)	132.55	94.81
Provogue Personal Care Private Limited (Subsidiary)	-	76.61
	132.55	171.42

NOTE 18 : CASH & BANK BALANCES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Balances with Banks:		
On Current Accounts	229.13	346.31
Cash on Hand	19.65	1.08
Cheque on hand	1,042.83	-
Other Bank Balances		
Balances with banks to the extent held as margin money	1,214.88	623.48
	2,506.49	970.87

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 19 : SHORT-TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Loans and advances	988.78	1,564.87
Advance recoverable in cash or kind or for value to be received	362.03	7,876.71
Loans to employees	44.87	37.50
Prepaid expenses	14.73	15.83
	1,410.41	9,494.91

NOTE 20 : OTHER CURRENT ASSETS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Export benefit receivable	1,050.01	994.70
	1,050.01	994.70

NOTE 21 : REVENUE FROM OPERATIONS (GROSS)

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Revenue from operations (gross)		
Sale of products	53,200.08	59,021.83
Other operating revenue		
Export benefits & incentives	1,044.42	1,238.33
Gain on foreign exchange fluctuations (net)	245.18	1,030.67
Others	56.17	145.20
	54,545.85	61,436.03

Details of products sold

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Finished Goods		
Fabric	47,374.67	35,054.07
Garments	1,221.52	2,764.89
	48,596.19	37,818.96
Traded Goods		
Fabric	-	9,573.10
Garments	550.51	972.85
Accessories	2,504.10	1,436.07
Others	1,549.28	9,220.85
	4,603.89	21,202.87
Total	53,200.08	59,021.83

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 22 : OTHER INCOME

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Interest income on		
Bank deposits	84.73	49.49
Loans & Advances	97.06	621.12
Others	0.20	2.24
Dividend income on Current investments	34.73	63.69
Net gain on sale of current investments	108.92	-
Miscellaneous Income	1.10	6.16
	326.74	742.70

NOTE 23 : COST OF MATERIALS CONSUMED

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Raw Materials (Fabric)		
Opening stocks	21,579.76	20,505.97
Add : Purchases	51,311.06	39,641.40
	72,890.82	60,147.37
Less : Loss by fire	-	200.08
Less : Closing stocks	24,616.20	21,579.76
	48,274.62	38,367.53
Accessories & Packing Materials		
Opening Stocks	45.74	61.48
Add : Purchases	115.81	164.90
	161.55	226.38
Less : Loss by fire	-	54.23
Less : Closing Stocks	12.04	45.74
	149.51	126.41
	48,424.13	38,493.94

NOTE 24 : PURCHASES OF STOCK - IN - TRADE

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Purchases of stock - in - trade	3,423.56	10,764.70
	3,423.56	10,764.70

Details of purchase of traded goods

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Fabric	-	61.14
Garments	579.62	965.12
Accessories	1,338.06	740.27
Others	1,505.88	8,998.17
Total	3,423.56	10,764.70

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 25 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROCESS AND STOCK IN TRADE

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Opening Stocks		
- Work in Process	38.20	136.16
- Finished Goods	8,250.36	7,955.77
- Stock in trade	4,443.50	3,758.34
	12,732.06	11,850.27
Less : Loss by fire		
- Work in Process	-	78.65
- Finished Goods	-	1,216.22
- Stock in trade	-	-
	-	1,294.87
Less : Closing Stocks		
- Work in Process	207.00	38.20
- Finished Goods	8,240.42	8,250.36
- Stock in trade	4,991.22	4,443.50
	13,438.64	12,732.06
	(706.58)	(2,176.66)

Details of Inventory

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Work in progress		
Garments	207.00	38.20
	207.00	38.20
Finished Goods		
Fabric	1,505.22	1,376.68
Garments	6,735.20	6,873.68
	8,240.42	8,250.36
Stock in trade		
Garments	2,369.65	2,325.29
Accessories	2,621.57	2,118.21
Others	-	-
	4,991.22	4,443.50
Total	13,438.64	12,732.06

NOTE 26 : EMPLOYEE BENEFITS EXPENSES

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Salaries, wages & bonus	654.57	1,123.57
Directors' remuneration	96.00	101.00
Contribution to provident & other funds	29.48	68.27
Workmen & staff welfare	33.51	40.62
	813.56	1,333.46

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 27 : FINANCE COSTS

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Interest expense	3,326.54	3,302.18
Bank Charges	559.98	398.88
	3,886.52	3,701.06

NOTE 28 : OTHER EXPENSES

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Processing charges	4,149.86	3,422.65
Rent (net)	692.36	1,134.14
Rates & taxes	26.86	68.96
Insurance	47.84	39.45
Repairs and maintenance		
- Building	0.01	0.08
- Plant and machinery	1.88	11.64
- Others	47.63	62.51
Electricity charges	138.16	169.66
Common area maintenance expenses	128.93	195.27
Studio expenses	21.68	51.60
Printing & stationery	23.63	23.54
Communication costs	43.13	52.12
Legal & professional fees	84.83	113.87
Travelling & conveyance	84.51	111.88
Commission	86.47	132.37
Advertisement & sales promotion expenses	175.25	96.37
Auditors' remuneration	22.47	16.85
Transportation, freight & handling charges	607.60	898.07
Sales Tax / VAT	270.81	347.04
Loss on sale/discard of fixed assets	-	84.44
Provision for doubtful debts	17.10	-
Sundry balances written off	25.75	155.20
Miscellaneous expenses	45.59	93.79
	6,742.35	7,281.50

Payments to Auditors

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Audit fees	20.00	15.00
Service tax on Audit Fees	2.47	1.85
	22.47	16.85

Rent (Net) represents :

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Rent expenses	812.36	1,254.14
Less: Rent income	120.00	120.00
	692.36	1,134.14

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 29 : EXCEPTIONAL ITEMS

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Part of insurance claim received (refer note below)	(1,042.83)	-
Loss caused due to fire	-	1,563.53
Advances written off	-	929.80
Gain on sale of deodorant business on slump sale basis	-	(650.40)
	(1,042.83)	1,842.93

Note :

During the year, the Company has received part of insurance claim amounting to ₹ 1042.83 lacs against loss due to a major fire occurred in February 2014 at one of the Company's Plant located at Daman. Fixed assets having written down value of ₹ 14.35 lacs and stocks valuing ₹ 1549.18 lacs aggregating to ₹ 1563.53 lacs were destroyed in the fire.

NOTE 30 : EARNINGS PER EQUITY SHARE

In accordance with Accounting Standard 20- Earning Per Share, the computation of earning per share is set below:

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
i) Weighted average number of Equity Shares of Re. 1 each		
a) Number of shares at the beginning of the year	1,143.57	1,143.57
b) Number of shares at the end of the period	1,143.57	1,143.57
c) Weighted average number of shares outstanding during the year	1,143.57	1,143.57
ii) Net Profit after tax available for equity shareholders	(7,455.81)	94.30
iii) Basic Earning Per Share	(6.52)	0.08
iv) Diluted Earning Per Share	(6.52)	0.08

Note:

The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the Company remain the same.

NOTE 31 : ACCOMPANYING NOTES TO ACCOUNTS

A) Contingent Liabilities not provided for :

- Letters of Credit outstanding ₹ 61.59 Lacs (PY ₹ 61.85 Lacs).
- Guarantee given by Banks on behalf of the Company ₹ 545.98 Lacs. (PY ₹ 284.98 Lacs).
- Corporate Guarantee given on behalf of subsidiaries:

Name of the Subsidiary	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Elite Team HK Limited – (Hongkong)*	5,762.04	7,244.30
Provogue Personal Care Private Limited	500.00	500.00
Total	6,262.04	7,744.30

Loans outstanding against these guarantees are ₹ 3,826.71 Lacs (PY ₹ 6,161.47 Lacs).

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

- d) Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 970.00 Lacs (PY ₹ 970.00 Lacs).
- e) Uncalled liability on investments in preference shares partly paid ₹ 212.50 lacs (PY ₹ 212.50 Lacs).
- f) Stamp Duty Liability not acknowledged as debt ₹ 10.00 Lacs. (PY ₹ 10.00 Lacs).
- g) Sales Tax Liability contested in appeals ₹ 87.87 Lacs (PY ₹ 64.51 Lacs).
- h) Service Tax Liability amounting to ₹ 279.47 lacs on the renting of Immovable Properties from June 01, 2007 to September 30,2011 (The Company has deposited ₹ 139.73 lacs and has furnished solvency surety for the balance ₹ 139.74 lacs pursuant to the Interim Order dated October 14,2011 passed by the Hon'ble Supreme Court of India).
- i) Disputed demand of income Tax ₹ 1294.55 lacs.
- B)** The Company has financial involvement in a subsidiary Company (Holding Voting Power of 50% + 2 Shares), Sporting & Outdoor Ad-Agency Private Limited ('SOAPL') as follows:

(₹ In Lacs)

Name of the Company	Investment in Equity Capital	Loans and Advances	Total Involvement
Sporting & Outdoor Ad-Agency Private Limited	132.61	88.15	220.76

SOAPL continues to make losses and accumulated losses of ₹ 271.51 lacs as at 31st March, 2015 have substantially eroded its Net Worth as at the year end. SOAPL has business plans with strategic growth projections, which it is confident of achieving given the business opportunities and a continued financial support from the Company. Based on these plans and the Company considers that there is no loss for which a provision is currently necessary in these financial statements.

- C)** In the opinion of the Board the Current Assets, Loans & Advances are approximately of the value stated and are realisable in the ordinary course of business except for those which are considered doubtful and provided for and that mentioned in Note 32(B). The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.
- D)** Loans and advances in the nature of loans given to subsidiaries and joint ventures as required to be disclosed in the annual accounts of the Company pursuant to Clause 32 of Listing Agreement is under:

Details of Loans to Subsidiaries:

(₹ In Lacs)

Name of Subsidiary Company	As at 31.03.2015		As at 31.03.2014	
	Amount	Maximum Amount	Amount	Maximum Amount
Sporting and Outdoor Ad Agency Private Limited	88.15	88.15	88.15	88.15
Millennium Accessories Private Limited	205.14	205.14	131.61	131.60
Profab Fashions (India) Limited	52.49	52.49	24.49	24.49
Provogue Infrastructure Private Limited.	964.28	1,401.04	1,401.04	1,546.38
Faridabad Festival City Private Limited	66.73	70.71	70.69	79.54
Brightland Developers Private Limited	69.67	69.67	69.67	69.67
Standard Mall Private Limited	145.58	145.58	145.58	145.58
Provogue Personal Care Private Limited	185.51	226.67	56.20	56.21
Elite Team HK Limited – (Hongkong)	1,422.75	1,422.75	1,363.18	1,363.18
	3,200.30	3,682.20	3,350.61	3,504.80

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

Details of Investments in Subsidiaries:

Name of the Subsidiary Company	(No. of Shares)	
	As at 31.03.2015	As at 31.03.2014
Sporting and Outdoor Ad Agency Private Limited	418,102	418,102
Pronet Interactive Private Limited	100,002	100,002
Millennium Accessories Limited	1,550,000	1,550,000
Profab Fashion (India) Limited	450,000	450,000
Provogue Infrastructure Private Limited	4,510,000	4,510,000
Flowers, Plants & Fruits (India) Private Limited	10,000	10,000
Faridabad Festival City Private Limited	411,355	411,355
Acme Advertisements Private Limited	10,000	10,000
Brightland Developers Private Limited	10,000	10,000
Classique Creators Limited	250,000	250,000
Proskins Fashion Limited (Formerly known as Prozone Infrastructure Limited)	50,000	50,000
Provogue Personal Care Private Limited	10,000	10,000
Elite Team HK Limited (Hongkong)	5,290,425	5,290,425
Provogue Holding Limited (Singapore)	9,385	9,385
Standard Mall Private Limited	10,000	10,000

Name of the Subsidiary Company	₹ In Lacs	
	As at 31.03.2015	As at 31.03.2014
Investments through Provogue Infrastructure Private Limited		
Standard Mall Private Limited	40,000	40,000

E) Additional Information Pursuant to the Provisions of Schedule III of the Companies Act 2013

i) Value of Imported and Indigenous Raw Materials / Packing Materials / Accessories consumed during the year:

Description	31st March, 2015		31st March, 2015	
	In %	₹ In Lacs	In %	₹ In Lacs
Imported	-	-	-	-
Indigenous	100.00	48,424.13	100.00	38,493.94
Total	100.00	48,424.13	100.00	38,493.94

ii) C.I.F. Value of Imports, Expenditure and Earnings in Foreign Exchange

Particulars	₹ In Lacs	
	31st March, 2015	31st March, 2014
C.I.F. Value of Imports		
Capital Goods		-
Raw Materials		-
Trading Goods	1,038.24	7,775.06
Expenditure in Foreign Exchange		
Travelling Expenses	2.96	6.67
Professional Fees	-	-
Interest on Foreign Currency Loans	255.30	264.46
Earnings in Foreign Exchange		
Export Sales – FOB	12,004.90	19,418.97

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

iii) Remittance to foreign shareholders on account of Dividend :

Particulars	31st March, 2015	31st March, 2014
Year to which the dividend relates	N.A	2012-13
Number of non-resident shareholders to whom remittances were made	N.A	544
Number of shares on which remittances were made (of Face Value ₹ 1 each) (In. Rs)	N.A	16,927,602
Dividend amount (₹ In Lacs)	N.A	16.93

F) Disclosure as per AS 15 "Employee Benefits" :

The principal assumptions used in the actuarial valuation of Gratuity are as follows:-

Discount rate	7.80%	9.10%
Expected rate of return	9.50%	9.25%
Expected rate of future salary increase	5.10%	5.10%

Changes in present value of obligations :

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Present value of obligation as at the beginning of the year	39.79	44.34
Interest Cost	3.43	3.56
Current Service Cost	9.79	9.58
Benefits paid	-	(2.96)
Actuarial (Gain) / Loss on obligations	(3.02)	(14.74)
Present Value of obligation as at the end of the year	49.98	39.79

Liability recognized in the Balance Sheet :

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Present value of obligation as at the end of the year	49.98	39.79
Fair Value of plan assets as at the end of the year	24.75	10.62
Unfunded status	25.23	29.17
Unrecognized Actuarial (Gain)/ loss	-	-
Net (Assets)/ Liability recognized in the Balance Sheet	25.23	29.17
- Non Current (Assets)/ Liability	12.78	14.78
- Current (Assets)/ Liability	12.45	14.39

Expenses recognized in the Profit and Loss Account :

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Current Service Cost	9.79	9.58
Interest Cost	3.43	3.56
Expected return on plan assets	(1.36)	(0.17)
Actuarial (Gain) / Loss on obligations	(3.02)	(14.74)
Actuarial (Gain) / Loss on plan assets	0.35	(1.01)
Total Expenses recognized in the Statement of Profit and Loss	9.18	(2.77)

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

G) Segment information:

The Segment Reporting of the Company had been prepared in accordance with Accounting Standard – 17 on “Segment Reporting”.

The Company, based on business activities during this financial year has identified the geographic segments as its primary segment.

The primary segment reporting format is determined to be geographic segment as the company’s risks and rates of returns are affected predominantly by the geographic distribution of activities.

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
1. Segment Revenue		
a. Domestic	40,904.58	40,374.95
b. Exports	13,641.27	21,061.08
Gross Sales / Income from Operations	54,545.85	61,436.03
2. Segment Results		
Profit before tax and interest for each segment		
a. Domestic	(4,384.82)	4,826.43
b. Exports	1,719.12	3,469.33
Sub Total	(2,665.70)	8,295.76
Less : i) Finance costs	3,886.52	3,701.06
ii) Un-allocable expenses (net of income)	957.83	4,486.17
Total Profit before Tax	(7,510.05)	108.53
Less : Tax Expenses	(54.24)	14.23
Net Profit	(7,455.81)	94.30
3. Capital Employed (Segment Assets - Segment Liabilities)		
a. Domestic	28,949.76	31,415.24
b. Exports	4,661.10	7,577.84
Unallocated Capital Employed	14,783.09	17,209.44
Total	48,393.95	56,202.52
4. Other segment information :		
i) Depreciation & Amortisation expense :		
a. Domestic	552.54	578.59
b. Exports	31.56	15.41
c. Unallocated	257.83	235.26
Total	841.93	829.27
ii) Capital Expenditure :		
a. Domestic	14.85	5.60
b. Exports	4.66	5.79
c. Unallocated	-	115.30
Total	19.51	126.69

The Company’s business consists of one reportable business segment i.e., “Manufacturing & Trading of Textile Products”, hence no separate disclosures pertaining to attributable Revenues and Assets are given

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

H) Related Party Disclosure:

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are details of transactions during the year with the related parties of the Company as defined in AS 18:

i) List of Related Parties and Relationships:

a) Key Management Personnel

Mr. Nikhil Chaturvedi	Managing Director
Mr. Akhil Chaturvedi	Whole Time Director
Mr. Deep Gupta	Whole Time Director & CFO
Mr. Salil Chaturvedi	Non Executive Director
Mr. Nigam Patel (Upto November 03, 2014)	Non Executive Director
Mr. Rakesh Rawat (Upto February 13, 2015)	Non Executive Director
Mr. Ajayendra Jain	Company Secretary

b) Enterprises under significant influence

Acme Exports

Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)

Empire Mall Private Limited

Hagwood Commercial Developers Private Limited

c) Subsidiaries - The Ownership, Directly or Indirectly through Subsidiary/ Subsidiaries

Sporting and Outdoor Ad Agency Private Limited

Pronet Interactive Private limited

Millennium Accessories Limited

Profab Fashions (India) Limited

Provogue Infrastructure Private Limited

Flowers Plant & Fruits (India) Private Limited

Faridabad Festival City Private Limited

Acme Advertisements Private Limited

Brightland Developers Private Limited

Classique Creators Limited

Proskins Fashions Limited (formerly known as Prozone Infrastructure Limited)

Standard Mall Private Limited

Elite Team HK Limited (Hongkong)

Provogue Holding Limited (Singapore)

d) Joint Ventures

ProSFL Private Limited

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

Disclosures required for related parties transaction :

Particulars	Year ended 31st March, 2015		Year ended 31st March, 2014	
	Total Amount	Amount for Major Parties*	Total Amount	Amount for Major Parties*
(I) Transactions				
Purchase of Goods /Services				
Enterprises under significant influence	5.75		14.82	
Empire Mall Private Limited		5.75		14.82
Subsidiaries	23.33		19.16	
Provogue Personal Care Pvt Ltd		23.33		19.16
Sale of Goods /Services				
Enterprises under significant influence	121.25		120.00	
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)		120.49		120.00
Subsidiaries	32.05		70.44	
Acme Advertisement Private Limited		9.32		-
Provogue Personal Care Pvt Ltd		22.73		70.44
Remuneration to Key Management Personnel	111.60		108.00	
Mr. Nikhil Chaturvedi		36.00		36.00
Mr. Deep Gupta		60.00		60.00
Mr. Ajayendra Jain		15.60		12.00
Loans given				
Subsidiaries	522.34		1,396.74	
Millennium Accessories Limited		116.73		77.63
Provogue Infrastructure Private Limited		-		1,090.44
Elite Team HK Limited*		59.57		112.93
Provogue Personal Care Private Limited		311.40		108.58
* Loan given to Elite Team HK Limited represents gain on foreign exchange fluctuations				
Repayments of Loans given				-
Enterprises under significant influence	-		23.14	
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)		-		23.14
Subsidiaries	672.65		445.30	
Provogue Infrastructure Private Limited		436.76		381.34
Provogue Personal Care Private Limited		182.10		52.37
(II) Balance outstanding at the end of the year				
Trade Payables				

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

Particulars	Year ended 31st March, 2015		Year ended 31st March, 2014	
	Total Amount	Amount for Major Parties*	Total Amount	Amount for Major Parties*
Enterprises under significant influence	4.73		20.24	
Empire Mall Private Limited		4.48		19.99
Subsidiaries	115.41		176.01	
Sporting and Outdoor Ad Agency Private Limited		26.39		26.39
Provogue Personal Care Pvt Ltd		-		52.38
Flowers, Plants, & Fruits (India) Pvt Ltd		88.25		89.52
Trade Receivables				
Enterprises under significant influence	132.55		94.81	
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)		132.55		94.81
Subsidiaries	-		76.61	
Provogue Personal Care Pvt Ltd		-		76.61
Loans given				
Subsidiaries	3,200.30		3,350.61	
Provogue Infrastructure Private Limited		964.28		1,401.04
Elite Team HK Limited*		1,422.75		1,363.18
Joint Ventures	1.92		1.92	
ProSFL Private Limited		1.92		1.92

* "Major Parties" denotes who account 10% or more of the aggregate for that category of transaction

Note:

Related Parties are as disclosed by the Management and relied upon by the auditors.

- I) The Company has taken premises on operating lease and entered in to non-cancellable Lease and License Agreements with various parties. The agreements have been entered for a period ranging from 11 to 36 months. The disclosure required to be made in accordance with Accounting Standard 19 on "Leases" is as under;

- a) Future minimum lease payments receivable under non-cancellable operating leases in aggregate for the following periods:

(₹ In Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
Not later than one year	330.45	366.60
Later than one year and not later than five years	131.89	468.50
Later than five years	Nil	Nil

- b) Initial direct costs incurred on these leasing transactions have been recognised in the Statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March, 2015

J) Disclosure with regards to section 186 (4) of the Companies Act, 2013 :

- i) For Investment refer note no. 12
- ii) For Corporate Guarantees given refer note no. 32(A)(c)
- iii) During the year, the Company had given the unsecured loans to certain parties for the General Corporate purpose. The full particulars of the loans given is as below :

Particulars	Closing Balance
Wholly Owned Subsidiaries	2,859.91
Subsidiaries and Joint Ventures	342.31
Others	988.78
Total	4,191.00

Notes :

- a) Loans given to Wholly Owned Subsidiaries, Subsidiaries and Joint Ventures are interest free.
 - b) Loans given to others carries interest between 9% p.a. to 12% p.a.
- K)** There is no other additional information pursuant to the provisions of Schedule III of the Companies Act, 2013 requiring disclosure for the Company for the year under report.
- L)** Figures less than ₹ 500/- have been shown at actual wherever statutory required to be disclosed since figures stated have been rounded off to the nearest thousands.
- M)** The Company has re-grouped, reclassified and/or re-arranged previous year's figures, wherever necessary to conform to current year's classification.

As per our report of even date attached

For Ajay Shobha & Co.

Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta

Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi

Managing Director
DIN No. : 00004983

Ajayendra P. Jain

Company Secretary

Deep Gupta

Whole-time Director & CFO
DIN No. : 00004788

INDEPENDENT AUDITOR'S REPORT

To the Members of
Provogue (India) Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Provogue (India) Limited** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its jointly controlled entities, comprising the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled entities in accordance with the accounting principles generally accepted in India, the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (particularly Accounting Standard 21, Consolidated Financial Statements and Accounting Standard 27, Financial Reporting of Interest in Joint Ventures). The respective Board of Directors of the companies included in the Group and of the jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its jointly controlled entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial

statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting

principles generally accepted in India, of the consolidated state of affairs of the Holding company, subsidiary companies and its jointly controlled entities as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 31(B)(f) to the financial statements regarding non-provision of service tax for the period from June 01, 2007 to September 30, 2011 on rent on immovable properties taken for commercial use by the Company, aggregating ₹ 279.47 Lacs, pending final disposal of the appeal filed before the Hon'ble, Supreme Court. The matter is contingent upon the final outcome of litigation.

Our opinion is not qualified in respect of the above matters.

Other Matters

We did not audit the financial statements / financial information of seven subsidiaries viz, Millennium Accessories Limited, Profab Fashions (India) Limited, Standard Mall Private Limited, Sporting and Outdoor Ad Agency Private Limited and Provogue Infrastructure Private Limited (all incorporated in India); Elite Team (HK) Limited (Hongkong); Provogue Holding Limited (Singapore) whose financial statements / financial information reflect total assets of ₹ 27,070.18 lacs as at 31st March, 2015, total revenues of ₹ 19,118.79 lacs and net cash outflows amounting to ₹ 2,116.11 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11)

of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and its jointly controlled entities incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

2. As required by sub-section 3 of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and its jointly controlled entities incorporated in India, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015, taken on record by the Board of Directors of the Holding Company and based on the auditor's reports of its subsidiary companies and its jointly controlled entities incorporated in India, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its jointly controlled entities incorporated in India – Refer Note 31 (B) (c), (d), (e) & (f) to the consolidated financial statements.
- ii. The Holding Company, its subsidiary companies and its jointly controlled entities incorporated in India did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and its jointly controlled entities incorporated in India.

For Ajay Shobha & Co.

Chartered Accountants
Firm Reg. No. 317031E

Ajaykumar Gupta

Partner

Mem. No. : 53071

Place : Mumbai
Date : 29th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

As stated in Para 1 of 'Report on Other Legal and Regulatory Requirements' in our Auditors' report to the Members of Provogue (India) Limited of even date, the following statement is based on the comments in the auditor's report on the standalone financial statement of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India.

- (i) a) The Holding Company, its subsidiary companies and jointly controlled entities incorporated in India have maintained proper records showing full particulars including quantitative details and situation of fixed assets except quantitative details in respect of Furniture & Fixtures and Office Equipments.
- b) All the assets have been physically verified by the management of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India in accordance with a phased programme of verification except in respect of Furniture & Fixtures and Office Equipments, which in our opinion is reasonable, considering the size of the respective Company and the nature of its assets. In pursuance of the programme, the respective management has verified certain fixed assets during the year. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
- (ii) a) The inventories have been physically verified by the management of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India under supervision of independent firms of Chartered Accountants during the year at reasonable intervals and also at the end of the year. In respect of inventory lying with third parties, confirmations have been obtained from those parties.
- b) The procedures of physical verification of the inventories followed by the respective management are reasonable and adequate in relation to the size of the respective Company and the nature of its business.
- c) The respective Company has maintained proper records of its inventories. No material discrepancies were noticed on physical verification as compared to book records.
- (iii) The Holding Company, its subsidiary companies and jointly controlled entities incorporated in India have not granted any loans secured or unsecured to the parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) (a) and (b) of the said Order is not applicable.
- (iv) In our opinion and according to the information and explanations obtained by the statutory auditors of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India, these companies have an adequate internal control system commensurate with the respective size of each Company and the nature of its business with regard to purchase of inventories and fixed assets and for the sale of goods and services. There are no other major weaknesses in the internal control system in any of these companies.
- (v) The Holding Company, its subsidiary companies and its jointly controlled entities incorporated in India have not accepted any deposits in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.
- (vi) In respect of the Holding Company, based on the information submitted by the Company, the books of accounts wherever applicable pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148 (1) of the Act have been made and maintained however the respective statutory auditor have not reviewed the prescribed records. However, in case of the subsidiary companies and jointly controlled entities incorporated in India, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Act
- (vii) a) According to the information and explanations given to the statutory auditors and on the basis of examination of the records of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax and Cess, to the extent applicable, have been regularly deposited with the appropriate authorities except delays in cases of Income Tax, Tax Deducted at Source (TDS), Value Added Tax, Sales Tax, Service Tax, Provident Fund and Employees' State Insurance of Holding Company and Subsidiary Companies incorporated in India. Undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2015 for a period more than six months from the date they became payable are as under :

Particulars	Name of the Statute	(₹ In Lacs)
Holding Company	Tax Deducted at Source (TDS)	8.63
	Service Tax	16.21
Subsidiaries	Income Tax	63.89
	Tax Deducted at Source (TDS)	32.96
	Value Added Tax	8.57
	Sales Tax	31.73
	Provident Fund	12.79
	Employees' State Insurance	3.70
	Employees' Profession Tax	1.28
	Maharashtra Labour Welfare Fund	0.03
	Profession Tax	0.89
Total		180.67

- b) According to the information and explanations given to the statutory auditors and on the basis of examination of the records of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India, Income Tax, Wealth Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax and Cess which have not been deposited on account of any dispute with the relevant authorities are given below:

Particulars	Name of Statute	Amount (₹ in lacs)	Period to which amount relates	Forum where dispute is pending
Holding Company	Sales Tax	87.87	2005-06 to 2008-09	Deputy / Joint Commissioner –Appeals
	Income Tax	1,294.55	2007-08 to 2011-12	ITAT (Appeals)
Total		1,382.42		

- c) According to the information and explanations given to the statutory auditors of the Holding Company, its subsidiary companies and jointly controlled company incorporated in India, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) On a consolidated basis, the Holding Company, its subsidiaries and jointly controlled entities, incorporated in India have no accumulated losses at the end of the financial year and it has incurred cash losses during the financial year but it has not incurred cash losses during the immediately preceding financial year.
- (ix) According to the information and explanations given to the statutory auditors, the Holding Company and one subsidiary has not defaulted in repayment of its dues to banks; remaining subsidiary companies and jointly controlled entities incorporated in India do not have any facilities from banks and financial institutions.
- (x) According to the information and explanations given to the statutory auditors, the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India have not given any guarantee for loan taken by other than its own subsidiary from bank or financial institution.
- (xi) In our opinion and according to the information and explanations obtained by the statutory auditors, the Holding Company, subsidiary companies and jointly controlled entities incorporated in India have not raised any term loan during the year.
- (xii) According to the information and explanations given to the statutory auditors of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India no instances of fraud on or by each company have been noticed or reported during the course of audit by the respective statutory auditors of the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India.

For Ajay Shobha & Co.
Chartered Accountants
Firm Reg. No. 317031E

Ajaykumar Gupta

Place : Mumbai
Date : 29th May, 2015

Partner
Mem. No. : 53071

CONSOLIDATED BALANCE SHEET

as at 31st March, 2015

(₹ In Lacs)

Particulars	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	1,143.57	1,143.57
Reserves & surplus	3	48,306.85	55,924.24
		49,450.42	57,067.81
Minority interest			
		(357.56)	(112.29)
Non-current liabilities			
Long-term borrowings	4	7,565.46	8,817.33
Other long-term liabilities	5	296.62	380.84
Long-term provisions	6	15.07	16.90
		7,877.15	9,215.07
Current liabilities			
Short-term borrowings	7	37,823.33	40,816.70
Trade payables	8	7,235.89	8,050.16
Other current liabilities	9	2,005.91	1,189.60
Short-term provisions	10	436.81	471.51
		47,501.94	50,527.97
Total		104,471.95	116,698.56
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	3,585.56	4,848.72
Intangible assets		23.48	46.51
Goodwill on consolidation		3,336.31	3,336.31
Non-current investments	12	4,322.40	3,347.33
Deferred tax assets (net)	13	1,134.73	961.74
Long-term loans and advances	14	4,733.27	5,945.84
		17,135.75	18,486.45
Current Assets			
Current investments	15	155.93	1,335.61
Inventories	16	39,077.42	35,276.60
Trade receivables	17	28,114.31	33,899.46
Cash and bank balances	18	3,345.68	2,602.55
Short-term loans and advances	19	15,592.85	24,103.19
Other current assets	20	1,050.01	994.70
		87,336.20	98,212.11
Total		104,471.95	116,698.56
Significant Accounting Policies	1		
Accompanying Notes to Accounts	31		

As per our report of even date attached

For Ajay Shobha & Co.

Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta

Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi

Managing Director
DIN No. : 00004983

Ajayendra P. Jain
Company Secretary

Deep Gupta

Whole-time Director & CFO
DIN No. : 00004788

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2015

(₹ In Lacs)

Particulars	Notes	Year Ended 31.03.2015	Year Ended 31.03.2014
INCOME			
Revenue from operations (gross)	21	73,428.57	83,022.80
Less: excise duty		-	-
Revenue from operations (net)		73,428.57	83,022.80
Other income	22	2,176.29	1,928.26
Total Revenue		75,604.86	84,951.06
EXPENSES			
Cost of materials consumed	23	48,424.13	38,493.94
Purchases of stock - in - trade	24	20,537.77	30,036.89
Changes in inventories of finished goods, work in process and stock in trade	25	(798.10)	(2,095.16)
Employee benefits expenses	26	1,197.90	1,714.86
Finance costs	27	5,992.19	5,196.24
Depreciation		958.74	938.53
Other expenses	28	8,108.99	8,748.56
Total expenses		84,421.62	83,033.86
Profit / (Loss) before tax and prior period items		(8,816.76)	1,917.20
Less:			
Exceptional Items	29	(1,042.83)	2,493.03
Profit / (Loss) before tax		(7,773.93)	(575.83)
Less : Tax expenses			
- Current tax		9.09	90.67
- Deferred tax liability / (asset)		(53.77)	(43.64)
- Tax of earlier years		-	35.62
		(44.68)	82.65
Profit / (Loss) for the year before minority interest		(7,729.25)	(658.48)
Less / (Add) Minority interest		(245.28)	(133.75)
Profit / (Loss) for the year		(7,483.97)	(524.73)
Earnings per equity share	30		
Nominal value of share ₹ 1: Basic		(6.54)	(0.46)
: Diluted		(6.54)	(0.46)
Significant Accounting Policies	1		
Accompanying Notes to Accounts	31		

As per our report of even date attached

For Ajay Shobha & Co.

Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta

Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi

Managing Director
DIN No. : 00004983

Ajayendra P. Jain
Company Secretary

Deep Gupta

Whole-time Director & CFO
DIN No. : 00004788

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2015

(₹ In Lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2015
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax	(7,773.93)	(575.83)
Adjustments for :		
Depreciation	958.74	938.53
Provision for doubtful debts	47.23	-
Bad debts written off	26.90	151.27
Interest paid	5,365.61	4,733.52
Loss on sale/discard of fixed assets	-	84.44
Interest income	(1,953.23)	(1,851.22)
Dividend income	(35.80)	(63.69)
Net Unrealised (gain) / loss on foreign currency translation	106.81	228.12
Unrealised (gain) / loss on foreign exchange fluctuations	(279.16)	(183.68)
Operating profit before working capital changes	(3,536.83)	3,461.46
Adjustments for :		
Decrease / (Increase) in Trade receivables	5,711.02	(3,520.66)
Decrease / (Increase) in Inventories	(3,800.82)	(1,853.09)
Decrease / (Increase) in Other current assets	(55.31)	(257.71)
Decrease / (Increase) in Short-term loans and advances	8,510.34	(10,826.96)
Decrease / (Increase) in Long-term loans and advances	1,443.61	(108.31)
Increase / (Decrease) in Trade payables	(814.27)	(1,328.17)
Increase / (Decrease) in Other current liabilities	817.20	475.25
Increase / (Decrease) in Long-term provisions	(1.83)	(3.18)
Increase/(Decrease) in Short term provisions	(39.79)	(71.19)
Increase / (Decrease) in Other long- term liabilities	(84.22)	79.53
Cash generated from / (used in) operations	8,149.10	(13,953.03)
Direct taxes paid	(235.04)	(579.94)
Net cash flow from / (used in) operating activities	7,914.06	(14,532.97)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(32.00)	(23.40)
Sale of fixed assets	-	17.48
Sale of non-current investments	(975.07)	1,936.11
Sale of current investments	1,179.68	216.52
Redemption / maturity of bank deposits (having maturity of more than 3 months)	(113.17)	49.02
Interest income	1,953.23	1,851.22
Dividend income	35.80	63.69
Net cash flow from / (used in) investment activities	2,048.47	4,110.64

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2015

(₹ In Lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2015
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from borrowings - short term (net)	(2,993.37)	11,919.40
Proceeds from borrowings - long term (net)	(1,251.87)	2,783.87
Interest paid	(5,365.61)	(4,733.52)
Dividend paid including tax thereon	(0.88)	(132.91)
Net cash flow from / (used in) financing activities	(9,611.73)	9,836.84
Net increase / (decrease) in cash and cash equivalents	350.80	(585.49)
Cash and cash equivalents at the beginning of the year	768.74	1,170.55
Unrealised (gain) / loss on foreign exchange fluctuations	279.16	183.68
Cash and cash equivalents at the end of the year	1,398.70	768.74

Notes:

- 1 Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows:

Particulars	Year ended 31.03.2015	Year ended 31.03.2015
Cash on hand	32.16	9.88
Cheque in hand	1,042.83	-
Balances with Banks On current accounts	322.18	756.52
	1,397.17	766.40
Add: Share in Joint Venture	1.53	2.34
	1,398.70	768.74

- 2 Previous year's figures have been regrouped and rearranged wherever necessary in order to confirm to current year's figures.

As per our report of even date attached

For Ajay Shobha & Co.
Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta
Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi
Managing Director
DIN No. : 00004983

Ajayendra P. Jain
Company Secretary

Deep Gupta
Whole-time Director & CFO
DIN No. : 00004788

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

CORPORATE INFORMATION:

Provogue (India) Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company and its subsidiaries (the Group) are engaged in the business including manufacturing, trading of garments, fashion accessories, textile products and related materials. The equity shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited.

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of preparation of financial statements :

- i. The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) rules, 2014.
- ii. Financial Statements are based on historical cost convention and are prepared on accrual basis.

(B) Principles of Consolidation:

The Consolidated Financial Statements comprise of the financial statements of Provogue India Limited and its subsidiaries, which are consolidated in accordance with Accounting Standard 21 on Consolidated Financial Statements. The proportionate shares in the financial statements of Joint Venture Companies are consolidated in accordance with Accounting Standard 27 on Financial Reporting of Interests in Joint Ventures.

The Consolidated Financial Statements relate to Provogue (India) Limited ('The Company') and its Subsidiaries and Joint Ventures which have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss in accordance with Accounting Standard 21 on Consolidated Financial Statements.
- ii) Interests in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard 27 on Financial Reporting of Interests in Joint Ventures.
- iii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's standalone financial statements.
- iv) While preparing Consolidated Financial Statements, the foreign exchange adjustments have been carried out as per Accounting Standard 11 – "Accounting for effects of changes in Foreign Exchange Rates" on following basis:
 - a) The summarized revenue and expenses transactions at the year-end reflected in Statement of Profit and Loss of the foreign subsidiaries, which are stated in the currency of their domicile, are translated into Indian Rupees at an average exchange rate.
 - b) All monetary items reflected in the Balance Sheet of the foreign subsidiaries which are stated in the currency of their domicile, are translated into Indian Rupees at the year-end closing exchange rate and Non-monetary items are translated at the exchange rate at the date of transaction.
 - c) The resultant translation exchange gain/loss in case of non-integral foreign operations is disclosed as Foreign Exchange Translation Reserve in the Note on Reserves & Surplus in the Financial Statements.
- v) The excess of cost to the Company of its investments in the subsidiaries over its portion of equity of subsidiaries at the dates they become subsidiaries is recognized in the financial statements as goodwill on consolidation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

- vi) The excess of Company's portion of equity of the subsidiaries over the cost to the Company of its investments at the dates they become subsidiaries is recognized in the financial statements as capital reserve on consolidation.

(C) Other Significant Accounting Policies:

a) Revenue Recognition:

- i. Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection.
- ii. Revenue in respect of export sales is recognized on shipment of products.
- iii. Interest is recognized on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- iv. Dividend income is recognised when the right to receive payment is established.

b) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

c) Fixed Assets:

- i. Fixed Assets are stated at cost less accumulated depreciation and impairments loss, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for intended use. Indirect preoperative expenses and borrowing costs attributable to construction or acquisition of Fixed Assets for the period up to the completion of construction or acquisition of Fixed Assets are capitalised.
- ii. Intangible fixed assets are recognised only if they are separately identifiable and the Company controls the future economic benefits arising out of them. Intangible assets are stated at cost less accumulated amortisation and impairment.

d) Impairment of Fixed Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

e) Operating Lease

Operating Lease payments are recognised as an expense in the statement of Profit & Loss on a straight-line basis or other systematic bases more representative of the time pattern of the user's benefit.

f) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Profit and Loss Account.

g) Depreciation:

I. Tangible Assets

- i. Depreciation on all Fixed Assets, except Furniture and Fixtures at Studios, is provided on 'Written Down Value Method' at the rates and in the manner prescribed in the Schedule II of the Companies Act, 2013.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

- ii. Depreciation on Furniture and Fixtures at Studios is amortized equally over a period of six years from the date of capitalization.
- iii. Fixed assets acquired on lease basis are amortized over the period of the lease term.
- iv. Fixed Assets at advertisement sites are amortized over the license period of the respective sites.

II. Intangible Assets

- i. Trade Mark is amortised on Straight Line Method over a period of ten years.
- ii. Computer Software is amortised on Straight Line Method over a period of three years.

h) Investments:

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

i) Miscellaneous Expenditure:

- i. Preliminary expenses are amortised in the year in which they are incurred.
- ii. Expenses on preferential issue of shares/warrants are written off against the securities premium received.

j) Inventories:

Inventories are valued as follows:

- i. Finished Goods are valued at lower of cost or net realizable value. *
- ii. Work-in-Process are valued at lower of cost or net realisable value. *
- iii. Raw Materials are valued at lower of cost or net realizable value. **
- iv. Accessories and Packing Materials are valued at lower of cost or net realizable value.

* Cost is arrived at on full absorption basis as per Accounting Standard - 2 "Valuation of Inventories.

** Cost is arrived at on weighted average cost method.

k) Employee Benefits:

- i) Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Profit & Loss Account for the year.
- ii) Liability for leave encashment benefits has been provided on accrual basis.
- iii) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

l) Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, requires an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

m) Foreign Currency Transactions:

- i) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transactions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

- ii) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realisation is charged to the Profit & Loss Account.
- iii) Non-monetary items are reported at the exchange rate at the date of transaction.
- iv) Differences on translation of Current Assets and Current Liabilities remaining unsettled at the year-end are recognised in the Profit and Loss Account.
- v) The premium in respect of forward exchange contract is amortised over the life of the contract. The net gain or loss on account of any exchange difference, cancellation or renewal of such forward exchange contracts is recognised in the Profit & Loss Account.

n) Accounting for Taxation of Income :

Current Taxes:

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes:

Deferred tax assets resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

o) Earnings Per Share

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with the Accounting Standard 20 on Earning Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

p) Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 2 : SHARE CAPITAL

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Authorised		
3300.00 Lacs Equity Shares of ₹ 1 each	3,300.00	3,300.00
Issued, Subscribed and Fully Paid Up		
1143.57 Lacs Equity Shares of ₹ 1 each fully paid up	1,143.57	1,143.57
	1,143.57	1,143.57

a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. in Lacs	₹ In Lacs	No. in Lacs	₹ In Lacs
Equity Shares				
At the beginning of the year	1,143.57	1,143.57	1,143.57	1,143.57
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,143.57	1,143.57	1,143.57	1,143.57

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends (if any) in Indian rupees. The dividend if any proposed by the Board of Directors (if any) is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. in Lacs	% holding	No. in Lacs	% holding
Nailsfield Limited	114.15	9.98	114.15	9.98
Nikhil Chaturvedi	80.86	7.07	106.12	9.28
Salil Chaturvedi	102.95	9.00	102.95	9.00
Floro Mercantile LLP	62.40	5.46	62.40	5.46

d) Other Information

- (i) 29.00 lacs Equity Shares (of ₹ 10 each fully paid) have been issued as preferential allotment at a premium of ₹ 440 per share in the financial year 2006-07.
- (ii) 13.34 lacs Equity Shares (of ₹ 10 each fully paid) have been issued on conversion of the share warrants issued at ₹ 450 in the ratio of one share per warrant in the financial year 2007-08 and 2008-09.
- (iii) 28.50 lacs Equity Shares (of ₹ 10 each fully paid) have been issued as preferential allotment at a premium of ₹ 1090 per share in the financial year 2008-09.
- (iv) The Company has sub divided the equity share of ₹ 10 each (fully paid up) into 5 (five) equity shares of ₹ 2 each (fully paid up) based on the approval of the share holders in the Annual General Meeting held on 15th September 2008.
- (v) 20.50 lacs Equity Shares of ₹ 2 each have been extinguished under Buy Back Scheme in the financial year 2009-10.
- (vi) During the financial year 2011-12, pursuant to The Scheme of Arrangement, 1143.57 lacs Equity Shares of ₹ 2/- each have been reduced to 1143.57 lacs Equity Shares of Re.1/- each.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

NOTE 3 : RESERVES & SURPLUS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Capital Reserve		
Balance at the beginning and end of the year	1,842.22	1,842.22
Foreign Currency Translation Reserve		
Balance at the beginning of the year	373.37	145.25
Add / (Less) :		
Additions / (deductions) during the year	106.81	228.12
Balance at the end of the year	480.18	373.37
Capital Redemption Reserve		
Balance at the beginning and end of the year	1,184.56	1,184.56
Securities Premium		
Balance at the beginning and end of the year	36,159.02	36,159.02
General Reserve		
Balance at the beginning and end of the year	400.00	400.00
Surplus in the statement of profit and loss		
Balance at the beginning of the period	15,965.07	16,490.68
Add : Profit / (Loss) for the year	(7,483.97)	(524.73)
Less: Adjustment as refer to note no 7(b) of Schedule II of Companies Act,2013 (Net of Deferred tax)	(240.23)	
Add : Adjustments on cessation of subsidiary	-	-
	(7,724.20)	(524.73)
Less : Appropriations		
Tax on Corporate Dividend for earlier year	-	0.88
	-	0.88
Closing Balance	8,240.87	15,965.07
	48,306.85	55,924.24

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

NOTE 4 : LONG-TERM BORROWINGS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Term loan from banks (Secured)	5,868.51	6,363.35
Less: Interest accrued but not due on borrowings	137.09	67.56
Less: Current maturities of long term debt (disclosed under other current liabilities)	1,165.00	477.50
	4,566.42	5,818.29
Hire purchase loans (Secured)	-	6.59
Less: Current maturities of long term debt (disclosed under other current liabilities)	-	6.59
	-	-
Debentures (Unsecured)		
0% Fully Convertible Debenture of ₹ 2,999.04 lacs each fully paid up	2,999.04	2,999.04
Total	7,565.46	8,817.33

NOTE 5 : OTHER LONG TERM LIABILITIES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Security deposits	296.62	377.02
Unbilled expenses - lease rent adjustments	-	3.82
	296.62	380.84

NOTE 6 : LONG-TERM PROVISIONS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Provision for gratuity	15.07	16.90
	15.07	16.90

NOTE 7 : SHORT-TERM BORROWINGS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Working Capital Loans		
Secured	24,981.29	27,706.13
Unsecured	331.51	599.96
Intercompany deposits (Unsecured)	12,500.00	12,500.00
Loans and advances from related parties (Unsecured)	10.53	10.61
	37,823.33	40,816.70

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

NOTE 8 : TRADE PAYABLES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Due to Micro, Small & Medium Enterprises (Refer note below)	29.24	-
Others	7,206.54	8,049.88
Add: Share in Joint Venture	0.11	0.28
	7,235.89	8,050.16

Company had sought confirmation from the vendors whether they fall in the category of Micro, Small and Medium Enterprises. Based on the information available, the required disclosure for Micro, Small and Medium Enterprises under the above Act is given below:

Particulars	As at 31.03.2015	As at 31.03.2014
The principal amount remaining unpaid to any supplier as at the end of accounting year ;	29.24	-
Interest due thereon remaining unpaid at the end of accounting year;	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

NOTE 9 : OTHER CURRENT LIABILITIES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Current maturities of long term debt	1,165.00	484.09
Interest accrued but not due on borrowings	137.09	67.56
Duties & taxes payable	269.10	265.76
Advance from customers	432.15	369.63
Security deposits	2.53	2.53
Add: Share in Joint Venture	0.04	0.03
	2,005.91	1,189.60

NOTE 10 : SHORT-TERM PROVISIONS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Provision for leave encashment	12.75	24.84
Provision for gratuity	12.45	14.39
Provision for employee benefits	258.74	300.52
Provision for expenses	83.89	67.87
Provision for Tax (Net of Advance Tax & TDS)	68.98	63.89
	436.81	471.51

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 11 : FIXED ASSETS

Particulars	Gross Block			Depreciation			Net Block			
	As At 01.04.2014	Additions during the year	Deletion During the year	As At 31.03.2015	Upto 31.03.2014	Provided for the year	Adjustment During the year	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
- Tangible Assets:										
Owned Assets :										
Land	442.16	-	-	442.16	-	-	-	-	442.16	442.16
Buildings	2,417.12	-	-	2,417.12	680.30	96.63	-	776.93	1,640.19	1,736.82
Plant & Machinery	849.15	0.16	-	849.31	416.45	75.83	(106.23)	598.51	250.80	432.70
Furniture & Fixtures - Studios	3,870.26	7.16	-	3,877.42	2,715.48	443.21	(92.76)	3,251.45	625.97	1,154.78
Furniture & Fixtures - Others	1,401.58	13.78	-	1,415.36	903.99	186.56	(37.80)	1,128.35	287.01	497.59
Office Equipments	328.92	5.84	-	334.76	211.63	27.50	(73.12)	312.25	22.51	117.29
Vehicles	518.04	-	-	518.04	428.58	51.69	(6.70)	486.97	31.07	89.46
Computers	498.45	5.06	-	503.51	447.65	9.47	(26.85)	483.97	19.54	50.80
Amusement Games	512.95	-	-	512.95	185.83	60.81	-	246.64	266.31	327.12
Total	10,838.63	32.00	-	10,870.63	5,989.91	951.70	(343.46)	7,285.07	3,585.56	4,848.72
Previous Year	11,201.04	23.40	385.79	10,838.65	5,374.52	899.26	283.87	5,989.91	4,848.74	5,826.52
- Intangible Assets :										
Trade Mark - Provogue	57.89	-	-	57.89	28.95	5.79	-	34.74	23.15	28.94
Computer Software	168.07	-	-	168.07	150.50	1.25	(15.99)	167.74	0.33	17.57
Total	225.96	-	-	225.96	179.45	7.04	(15.99)	202.48	23.48	46.51
Previous Year	279.65	-	53.69	225.96	193.87	39.27	53.69	179.45	46.51	85.78
Grand Total	11,064.59	32.00	-	11,096.59	6,169.36	958.74	(359.45)	7,487.55	3,609.04	4,895.23
Previous Year	11,480.69	23.40	439.48	11,064.61	5,568.39	938.53	337.56	6,169.36	4,895.25	5,912.30

*The Company has revised depreciation rates on tangible fixed assets w.e.f. April 01, 2014 as per the useful life specified in the Schedule II of the Companies Act, 2013 or as re-assessed by the Company. As prescribed in Schedule II, an amount of ₹ 240.23 lacs (net of deferred tax) has been charged to the opening balance of retained earnings for the assets in respect of which the remaining useful life is NIL as on April 01, 2014 and in respect of other assets on that date, depreciation has been calculated based on the remaining useful life of those assets. Had the Company continued with the previously applicable Schedule XIV rates, charge for depreciation for the current year ended on March 31, 2015 would have been lower with resultant effect on the net loss by ₹ 158.14 lacs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

NOTE 12 : NON-CURRENT INVESTMENTS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Non-Trade, Unquoted (Valued at cost unless stated otherwise)		
Equity Instruments		
Presage Technopower Private Limited 3,514 Equity Shares of ₹ 10 each fully paid up	0.35	0.35
Mount Overseas Private Limited 25,00,000 Compulsory Convertible Preference Shares of ₹ 10/- each (₹ 8/-paid up)	200.00	200.00
Sudarshan Procon Private Limited 3,12,50,000 (PY 2,12,50,000) Compulsory Convertible Preference Shares of ₹ 10/- each (₹ 8/-paid up)	2,500.00	2,500.00
Solaris Developers Private Limited (3,75,000 (PY 3,75,000) 0% Compulsory Convertible Preference Shares of ₹ 10/- each ₹ 5/- paid up)	600.00	600.00
Ritebank Green Agro Solutions Private Limited (10,00,000 (PY Nil) Optionally Convertible Non-Cumulative Preference Shares of ₹ 10/- each fully paid up)	1,000.00	-
Others		
Indian Real Opportunity Venture Capital Fund (Scheme: Milestone Domestic) 1,299 (PY 3,792) units of face value of ₹ 1,000 each fully paid up	13.00	37.93
Non Trade, Quoted		
Investment in equity instruments		
Andhra Bank (4,505 Shares of face value of ₹ 10 each fully paid up)	4.05	4.05
Prozone Capital Shopping Centres Limited 2,50,000 Equity Shares of ₹ 2 each fully paid up	5.00	5.00
	4,322.40	3,347.33
Note:		
Aggregate Value of Unquoted Investments	4,313.35	3,338.28
Aggregate Value of Quoted Investments	9.05	9.05
Market Value of Quoted Investments	74.94	41.13

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

NOTE 13 : DEFERRED TAX ASSETS (NET)

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Deferred Tax Assets		
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	1,087.21	914.21
Provision for doubtful debts	32.73	27.18
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	14.79	20.35
Deferred Tax Assets (Net)	1,134.73	961.74

NOTE 14 : LONG-TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Security Deposits	931.39	1,106.38
Capital advances	1,054.65	1,054.65
Advance recoverable in cash or kind or for value to be received	2,075.61	2,803.60
Share Application Money	-	500.00
Other Loans and Advances		
Advance Tax & TDS (net of provision for tax)	623.41	392.37
CENVAT credit receivable	27.35	28.58
Input VAT receivable	20.86	60.26
	4,733.27	5,945.84

NOTE 15 : CURRENT INVESTMENTS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Unquoted Investments		
(Valued at lower of cost or fair value, unless stated otherwise)		
Investments in Mutual Funds		
Nil (PY 106.23) units of DWS Short Maturity Fund	-	1,207.02
9,014.62 (PY 9,289.40) units of Reliance Money Manager Fund - CSD	90.39	91.91
6,535.15 (PY 3,663) units of Reliance Short Term Fund - Dividend	65.54	36.68
	155.93	1,335.61

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

NOTE 16 : INVENTORIES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
(valued at lower of cost or net realisable value)		
Raw materials and components	24,616.20	21,579.76
Work-in-progress	207.00	38.20
Finished goods	8,240.42	8,250.36
Stock in trade	6,001.78	5,362.54
Accessories & packing materials	12.02	45.74
	39,077.42	35,276.60

NOTE 17 : TRADE RECEIVABLES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Due for a period exceeding six months from the date they are due for payment (Unsecured)		
Considered Good	3,198.89	6,057.31
Considered Doubtful	131.00	83.78
	3,329.89	6,141.09
Less : Provision for doubtful debts	131.00	83.78
	3,198.89	6,057.31
Other Debts (Unsecured, Considered Good)	24,915.42	27,841.57
Add: Share in Joint Venture	-	0.58
	28,114.31	33,899.46
Trade receivables due from related party includes: (Enterprises under significant influence)		
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres)	132.55	94.81
Empire Mall Private Limited	4.97	37.99

NOTE 18 : CASH & BANK BALANCES

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Cash and cash equivalents		
Balances with Banks:		
On current accounts	322.18	756.52
Cheque in hand	1,042.83	-
Cash on hand	32.16	9.88
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	730.06	1,149.70
Balance with banks to the extent held as margin money	1,216.92	684.11
	3,344.15	2,600.21
Add: Share in Joint Venture	1.53	2.34
	3,345.68	2,602.55

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

NOTE 19 : SHORT-TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Loans and advances - others	15,517.85	24,044.07
Advance recoverable in cash or in kind		
Other Loans and Advances		
Loan to employees	59.30	42.78
Prepaid expenses	15.70	16.34
	15,592.85	24,103.19

NOTE 20 : OTHER CURRENT ASSETS

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Export incentive receivable	1,050.01	994.70
	1,050.01	994.70

NOTE 21 : REVENUE FROM OPERATIONS (GROSS)

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Revenue from operations (gross)		
Sale of products	71,920.82	80,319.92
Advertisement Sales-News Papers	97.91	97.91
Other operating revenue		
Export benefits & incentives	1,044.42	1,238.33
Gain on foreign exchange fluctuations (net)	245.18	1,030.67
Others	120.24	335.97
	73,428.57	83,022.80

NOTE 22 : OTHER INCOME

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Interest income on		
- Bank deposits	104.63	77.19
- Loans & advances	1,848.40	1,771.40
- Others	0.20	2.63
	1,953.23	1,851.22
Dividend income on current investments	35.80	63.69
Net gain on sale of current investments	108.92	-
Liabilities no longer payable written back	32.25	-
Miscellaneous income	46.09	13.35
	2,176.29	1,928.26

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 23 : COST OF MATERIALS CONSUMED

	(₹ In Lacs)	
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Raw Materials (Fabric)		
Opening stocks	21,579.76	20,505.97
Add : Purchases	51,311.06	39,641.40
	72,890.82	60,147.37
Less : Loss by fire	-	200.08
Less : Closing stocks	24,616.20	21,579.76
	48,274.62	38,367.53
Accessories & Packing Materials		
Opening Stocks	45.74	61.48
Add : Purchases	115.81	164.90
	161.55	226.38
Less : Loss by fire	-	54.23
Less : Closing Stocks	12.04	45.74
	149.51	126.41
	48,424.13	38,493.94

NOTE 24 : PURCHASES OF STOCK - IN - TRADE

	(₹ In Lacs)	
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Purchases of traded goods	20,401.55	29,891.63
Advertisement Purchases	136.22	145.26
	20,537.77	30,036.89

NOTE 25 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROCESS AND STOCK IN TRADE

	(₹ In Lacs)	
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Opening Stocks		
- Work in Process	38.20	136.16
- Finished Goods	8,250.36	7,955.77
- Stock in trade	5,362.54	4,758.87
	13,651.10	12,850.80
Less : Loss by fire		
- Work in Process	-	78.65
- Finished Goods	-	1,216.22
- Stock in trade	-	-
	-	1,294.86
Less : Closing Stocks		
- Work in Process	207.00	38.20
- Finished Goods	8,240.42	8,250.36
- Stock in trade	6,001.78	5,362.54
	14,449.20	13,651.10
	(798.10)	(2,095.16)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 26 : EMPLOYEE BENEFITS EXPENSES

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Salaries, wages & bonus	910.19	1,376.17
Directors' remuneration	216.00	216.00
Contribution to provident & other funds	35.49	77.35
Workmen & staff welfare expenses	36.22	45.34
	1,197.90	1,714.86

NOTE 27 : FINANCE COSTS

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Interest expense on bank loans	3,631.60	3,687.23
Interest on other loans	1,734.01	1,046.29
Other borrowing costs	566.52	402.24
Bank charges	60.06	60.48
	5,992.19	5,196.24

NOTE 28 : OTHER EXPENSES

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Processing charges	4,149.86	3,422.65
Power & fuel	0.73	6.76
Rent (Net)	745.89	1,170.61
Rates and taxes	69.51	111.82
Insurance	55.09	46.08
Repairs and maintenance		
- Building	0.01	0.08
- Plant and machinery	3.05	17.76
- Others	51.52	67.16
Electricity charges	155.99	217.94
Security charges	3.07	5.24
Housekeeping charges	2.96	6.13
Common area maintenance expenses	128.93	213.97
Studio expenses	21.68	51.60
Printing & stationery	25.55	27.76
Communication costs	61.31	75.41
Legal & professional fees	97.43	122.18
Travelling & conveyance	243.20	230.16
Brokerage & commission	218.76	299.27
Advertisement & business promotion expenses	343.07	374.34
Auditors' remuneration	25.78	21.92

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Transportation, freight & handling charges	1,280.57	1,544.52
Sales Tax / VAT	270.81	347.25
Loss on sale/discard of fixed assets	-	84.44
Provision for doubtful debts	47.23	-
Bad debts written off	26.90	151.27
Miscellaneous expenses	80.09	132.24
	8,108.99	8,748.56

NOTE 29 : EXCEPTIONAL ITEMS

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Part of insurance claim received (refer note below)	(1,042.83)	-
Prior period expenses	-	(0.30)
Advances written off	-	929.80
Loss caused due to fire	-	1,563.53
	(1,042.83)	2,493.03

Note :

During the year, the Company has received part of insurance claim amounting to ₹ 1042.83 lacs against loss due to a major fire occurred in February 2014 at one of the Company's Plant located at Daman. Fixed assets having written down value of ₹ 14.35 lacs and stocks valuing ₹ 1549.18 lacs aggregating to ₹ 1563.53 lacs were destroyed in the fire.

NOTE 30 : EARNINGS PER EQUITY SHARE

In accordance with Accounting Standard 20- Earning Per Share prescribed by The Institute of Chartered Accountants of India, the computation of earning per share is set out below:

Particulars	(₹ In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
i) Weighted average number of Equity Shares of ₹ 1 each		
a) Number of shares at the beginning of the year	1,143.57	1,143.57
b) Number of shares at the end of the period	1,143.57	1,143.57
c) Weighted average number of shares outstanding during the year	1,143.57	1,143.57
ii) Net Profit \ (Loss) after tax available for equity shareholders	(7,483.97)	(524.73)
iii) Basic Earning per share (in ₹)	(6.54)	(0.46)
iv) Diluted Earning per share (in ₹)	(6.54)	(0.46)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

NOTE 31 : ACCOMPANYING NOTES TO ACCOUNTS

A) Companies considered in the consolidated financial statement are:

Subsidiaries:

Name of Company	Date of Becoming Subsidiary	Country of Incorporation"	% Voting Power held As on 31.03.2015	% Voting Power held As on 31.03.2014
Sporting and Outdoor Ad Agency Private Limited	15-Jan-08	India	50.00 +2 Shares	50.00 +2 Shares
Pronet Interactive Private Limited.	07-Nov-07	India	50.23	50.23
Millennium Accessories Private Limited	24-Mar-08	India	100.00	100.00
Profab Fashions (India) Limited	20-Feb-08	India	100.00	100.00
Provogue Infrastructure Private Limited	10-Jul-08	India	100.00	100.00
Flowers, Plants & Fruits Private Limited	06-Feb-09	India	100.00	100.00
Faridabad Festival City Private Limited	14-Sep-07	India	73.00	73.00
Acme Advertisements Private Limited	01-Apr-09	India	100.00	100.00
BrightLand Developers Private Limited.	10-Jan-11	India	100.00	100.00
Classique Creator Private Limited	18-Aug-11	India	100.00	100.00
Proskins Fashions Limited (formerly known as Prozone Infrastructure Limited)	23-Jul-11	India	100.00	100.00
Provogue Personal Care Private Limited	26-Jul-13	India	51.00	51.00
Elite Team HK Ltd.	01-Jun-09	Hong Kong	100.00	100.00
Provogue Holding Ltd	02-Sep-08	Singapore	100.00	100.00
Standard Mall Private Limited (Held through Provogue Infrastructure Private Limited)	15-Mar-12	India	100.00	100.00

Joint Ventures :

Name of Company	Country of Incorporation	% Voting Power held As on 31.03.2015	% Voting Power held As on 31.03.2014
ProSFL Private Limited	India	50.00	50.00

B) Contingent Liabilities and Commitments (to the extent not provided for) :

- Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 970.00 Lacs (PY ₹ 970.00 Lacs)
- Uncalled liability on investments in preference shares partly paid ₹ 1,275.00 lacs (PY ₹ 1275.00 Lacs)
- Stamp Duty Liability not acknowledged as debt ₹ 10.00 Lacs. (PY ₹ 10.00 Lacs).
- Sales Tax Liability contested in appeals ₹ 87.87 Lacs (PY ₹ 64.51 Lacs).
- Disputed demand of income Tax ₹ 1294.55 lacs.
- Service Tax Liability amounting to ₹ 279.47 lacs on the renting of Immovable Properties from June 01, 2007 to September 30, 2011 (The Company has deposited ₹ 139.73 lacs and has furnished solvency surety for the balance ₹ 139.74 lacs pursuant to the Interim Order dated October 14, 2011 passed by the Hon'able Supreme Court of India).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

C) Employees Defined Benefits:

The principal assumptions used in the actuarial valuation of Gratuity are as follows:-

	(₹ In Lacs)	
Discount rate	7.80%	9.10%
Expected rate of return	9.50%	9.25%
Expected rate of future salary increase	5.10%	5.10%

Changes in present value of obligations :

	(₹ In Lacs)	
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Present value of obligation as at the beginning of the year	41.59	45.44
Interest Cost	3.46	3.66
Current Service Cost	10.07	10.51
Past Service Cost	-	0.03
Benefits paid	-	(2.96)
Actuarial (Gain) / Loss on obligations	(3.18)	(15.09)
Present Value of obligation as at the end of the year	51.94	41.59

Liability recognised in the Balance Sheet :

	(₹ In Lacs)	
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Present value of obligation as at the end of the year	51.94	41.59
Fair Value of plan assets as at the end of the year	24.42	10.30
Unfunded status	27.52	31.29
Unrecognized Actuarial (Gain)/ loss	-	-
Net (Assets)/ Liability recognized in the Balance Sheet	27.52	31.29
- Non Current (Assets)/ Liability	15.07	16.90
- Current (Assets)/ Liability	12.45	14.39

Expenses recognized in the Profit and Loss Account :

	(₹ In Lacs)	
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Current Service Cost	10.07	10.51
Past Service Cost	-	0.03
Interest Cost	3.46	3.66
Expected return on plan assets	(1.42)	(0.19)
Actuarial (Gain) / Loss on obligations	(3.18)	(15.09)
Actuarial (Gain) / Loss on plan assets	0.35	(1.00)
Total Expenses recognized in the Statement of Profit and Loss	9.28	(2.08)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

D) Segment Reporting:

The Segment Reporting of the Company had been prepared in accordance with Accounting Standard – 17 on “Segment Reporting”.

The Company, based on business activities during this financial year has identified the geographic segments as its primary segment.

The primary segment reporting format is determined to be geographic segment as the company’s risks and rates of returns are affected predominantly by the geographic distribution of activities.

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
1. Segment Revenue		
a. Domestic	42,555.13	41,447.11
b. Exports	30,976.06	41,612.34
	73,531.19	83,059.45
Less: Intersegment Revenue	102.62	36.65
Gross Sales / Income from Operations	73,428.57	83,022.80
2. Segment Results		
Profit / (Loss) before tax and interest for each segment		
a. Domestic	(4,184.02)	5,152.98
b. Exports	2,134.25	4,607.44
Sub Total	(2,049.77)	9,760.42
Less : i) Finance costs	5,992.19	5,196.24
ii) Un-allocable expenses (net of income)	774.80	2,646.98
iii) Exceptional items	(1,042.83)	2,493.03
Total Profit / (Loss) before Tax	(7,773.93)	(575.83)
Less : Tax Expenses	(44.68)	82.65
Net Profit	(7,729.25)	(658.48)
3. Capital Employed (Segment Assets - Segment Liabilities)		
a. Domestic	38,050.51	37,401.84
b. Exports	4,758.86	12,457.89
Unallocated Capital Employed	6,641.05	7,208.08
Total	49,450.42	57,067.81
4. Other segment information :		
i) Depreciation & Amortisation expense :		
a. Domestic	643.73	658.58
b. Exports	57.18	44.69
c. Unallocated	257.83	235.26
Total	958.74	938.53
ii) Capital Expenditure :		
a. Domestic	27.34	17.60
b. Exports	4.66	5.80
c. Unallocated	-	-
Total	32.00	23.40

The Company’s business consists of one reportable business segment i.e., “Manufacturing & Trading of Textile Products”, hence no separate disclosures pertaining to attributable Revenues and Assets are given.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

E) Related Party Disclosure:

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are details of transactions during the year with the related parties of the Company as defined in AS 18:

List of Related Parties and Relationships:

i) Key Management Personnel

Mr. Nikhil Chaturvedi	Managing Director
Mr. Akhil Chaturvedi	Whole Time Director
Mr. Deep Gupta	Whole Time Director & CFO
Mr. Salil Chaturvedi	Non Executive Director
Mr. Nigam Patel (Upto November 03, 2014)	Non Executive Director
Mr. Rakesh Rawat (Upto February 13, 2015)	Non Executive Director
Mr. Ajayendra Jain	Company Secretary

ii) Enterprises under significant influence

Acme Exports
 Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)
 Empire Mall Private Limited
 Hagwood Commercial Developers Private Limited

Disclosures required for related parties transaction :

Particulars	Year ended 31st March, 2015		Year ended 31st March, 2014	
	Total Amount	Amount for Major Parties*	Total Amount	Amount for Major Parties*
(I) Transactions				
Sale of Goods/Services				
Enterprises under significant influence	156.96		232.22	
Empire Mall Private Limited		36.14		112.22
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)		120.49		120.00
Purchase of Goods/Services				
Enterprises under significant influence	74.04		137.08	
Empire Mall Private Limited		74.04		137.08
Remuneration to Key Management Personnel	231.60		228.00	
Mr. Nikhil Chaturvedi		36.00		36.00
Mr. Akhil Chaturvedi		60.00		60.00
Mr. Deep Gupta		60.00		60.00
Mr. Rakesh Rawat		60.00		60.00
Mr. Ajayendra Jain		15.60		12.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

Particulars	Year ended 31st March, 2015		Year ended 31st March, 2014	
	Total Amount	Amount for Major Parties*	Total Amount	Amount for Major Parties*
Repayments of Loans given				
Enterprises under significant influence	-		23.14	
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)		-		23.14
(II) Balance outstanding at the end of the year				
Trade Payables				
Enterprises under significant influence	194.38	-	225.64	
Empire Mall Private Limited		194.13		225.39
Trade Receivables				
Enterprises under significant influence	137.52		132.80	
Empire Mall Private Limited		4.97		37.99
Prozone Intu Properties Limited (formerly known as Prozone Capital Shopping Centres Limited)		132.55		94.81

* "Major Parties" denotes who account 10% or more of the aggregate for that category of transaction

Note:

Related Parties are as disclosed by the Management and relied upon by the auditors.

F) Disclosure of additional information pertaining to the Parent Company, Subsidiaries and Joint Ventures :

(₹ In Lacs)

Name of the Enterprises	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or loss	
	As % of Consolidated Net Assets	Net Assets	As % of Consolidated Profit or Loss	Profit / (Loss)
Parent				
Provogue (India) Limited	73.40	36,036.40	96.34	(7,446.52)
Indian Subsidiaries				
Direct Subsidiaries				
Brightland Developers Private Limited	0.14	67.34	0.00	(0.20)
Pronet Interactive Private limited	0.02	9.09	(0.01)	0.47
Profab Fashions (India) Limited	0.56	272.97	0.13	(10.38)
Classique Creators Limited	0.01	4.33	0.00	(0.17)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2015

(₹ In Lacs)

Name of the Enterprises	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or loss	
	As % of Consolidated Net Assets	Net Assets	As % of Consolidated Profit or Loss	Profit / (Loss)
Provogue Infrastructure Private Limited	14.29	7,014.58	(0.24)	18.23
Flowers Plant & Fruits (India) Private Limited	0.10	48.59	0.01	(1.13)
Acme Advertisements Private Limited	0.03	16.57	1.33	(102.56)
Faridabad Festival City Private Limited	0.31	154.17	0.57	(44.23)
Millennium Accessories Limited	1.08	530.48	(0.12)	9.15
Sporting and Outdoor Ad Agency Private Limited	0.02	11.62	0.01	(0.40)
Proskins Fashions Limited (Formerly known as Prozone Infrastructure Ltd.)	0.01	4.22	0.00	(0.19)
Provogue Personal Care Private Limited	0.10	50.62	(0.56)	43.42
	-	-	-	-
Indirect Subsidiaries				
Standard Mall Private Limited	0.28	136.13	0.00	(0.14)
Foreign Subsidiaries				
Direct Subsidiaries				
Elite Team (HK) Limited (Hongkong)	10.38	5,097.77	(0.67)	51.90
Provogue Holding Limited (Singapore)	-	-	-	-
Minority Interest in all subsidiaries	(0.73)	(357.56)	3.17	(245.28)
Joint Venture (Indian) (as per proportionate Consolidation)				
Direct				
ProSFL Private Limited	(0.01)	(4.45)	0.02	(1.22)
	-	-	-	-
TOTAL	100.00	49,092.86	100.00	(7,729.25)

Note :

The above figures are after eliminating intra group transactions and intra group balances as at 31st March, 2015

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

- G)** The Company has taken premises on operating lease by and entered into non-cancellable Lease and License Agreements with various parties. The agreements have been entered for a period ranging from 11 to 36 months. The disclosure required to be made in accordance with Accounting Standard 19 on "Leases" is as under :

i. Assets taken on operating lease:-

- a) Future minimum lease payments under non-cancellable operating leases for the following periods:

Particulars	(₹ In Lacs)	
	As at 31.03.2015	As at 31.03.2014
Not later than one year	330.45	366.60
Later than one year and not later than five years	131.89	468.50
Later than five years	Nil	Nil

- b) Initial direct costs incurred on these leasing transactions have been recognised in the Profit and Loss Account.
- H)** Figures less than ₹ 500/- have been shown at actuals wherever statutory required to be disclosed since figures have been rounded off to the nearest thousands
- I)** The Company has re-grouped, reclassified and/or re-arranged previous year's figures, wherever necessary to conform to current year's classification.

As per our report of even date attached

For Ajay Shobha & Co.

Chartered Accountants
F. R. No. 317031E

Ajaykumar Gupta

Partner
Mem. No. : 53071

Place : Mumbai
Date : 29th May 2015

For and on behalf of the Board

Nikhil Chaturvedi

Managing Director
DIN No. : 00004983

Ajayendra P. Jain

Company Secretary

Deep Gupta

Whole-time Director
DIN No. : 00004788

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIALS STATEMENTS OF SUBSIDIARIES AND JOINT VENTURES

S. No.	Subsidiary Company	Note	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover (Including other income)	Profit / (Loss) before taxation	Tax Expense	Profit / (Loss) after taxation	Proposed dividend	% of Shareholding
1	Brightland Developers Private Limited	1	INR	1.00	1.00	(3.33)	67.62	69.95	-	-	(0.20)	-	(0.20)	-	100.00
2	Pronet Interactive Private limited	1	INR	1.00	19.91	(1.80)	18.72	0.62	18.54	1.07	0.93	-	0.93	-	50.23
3	Profab Fashions (India) Limited	1	INR	1.00	45.00	347.67	445.52	52.86	-	-	(98.63)	-	(98.63)	-	100.00
4	Classique Creators Limited	1	INR	1.00	5.00	(0.67)	4.61	0.29	-	-	(0.17)	-	(0.17)	-	100.00
5	Provogue Infrastructure Private Limited	1	INR	1.00	451.00	5,592.27	7,078.18	1,034.91	6,140.00	32.93	28.27	10.03	18.23	-	100.00
6	Flowers Plant & Fruits (India) Private Limited	1	INR	1.00	1.00	135.84	137.84	1.00	-	-	(1.13)	-	(1.13)	-	100.00
7	Standard Mall Private Limited	2	INR	1.00	5.00	(14.45)	136.45	145.90	-	-	(0.14)	-	(0.14)	-	100.00
8	Acme Advertisement Private Limited	1	INR	1.00	1.00	16.61	23.41	5.79	-	138.94	0.09	0.02	0.06	-	100.00
9	Faridabad Festival City Private Limited	1	INR	1.00	56.35	64.22	463.35	342.77	-	125.09	(60.59)	-	(60.59)	-	73.00
10	Millennium Accessories Limited	1	INR	1.00	155.00	918.00	13,862.65	12,789.65	-	1,718.76	(276.96)	-	(276.96)	-	100.00
11	Sporting and Outdoor Ad Agency Private Limited	1	INR	1.00	83.62	(183.90)	142.71	242.99	-	-	(0.79)	-	(0.79)	-	100.00
12	Elite Team (HK) Limited (Hongkong)	1	HKD	8.04	327.04	3,347.97	9,042.65	5,367.63	-	17,367.09	51.90	-	51.90	-	100.00
13	Provogue Holding Limited (Singapore)	1	SGD	45.40	4.44	(4.44)	-	-	-	-	-	-	-	-	100.00
14	Proskins Fashions Limited	1	INR	1.00	5.00	(0.78)	4.52	0.30	-	-	(0.19)	-	(0.19)	-	100.00
15	Provogue Personal Care Private Limited	1	INR	1.00	1.96	(715.59)	3,964.72	4,678.35	-	1,451.01	(409.43)	(0.49)	(408.94)	-	51.00

Notes:

- Held through Provogue India Limited
- Held through Provogue Infrastructure Private Limited
- Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on 31.03.2015
- Tax expense includes deferred tax and MAT

PART- B - Joint Venture

S. No.	Name of the Joint Ventures	Latest audited Balance Sheet Date	Share of the Associate/Joint Ventures held by the company on the year end		Network attributable to Shareholding as per Latest audited balance sheet	Profit / (Loss) for the year		Description of how there is significant influence
			No. of Shares	Extent of Holding %		Considered in consolidation	Not considered in consolidation	
1	ProSFL Private Limited	31-Mar-15	50,000	50	(5.41)	(1.22)	(1.22)	Joint Venture Agreement

For and on behalf of the Board

Ajayendra P. Jain
Company Secretary

Nikhil Chaturvedi
Managing Director
DIN No. : 00004983

Deep Gupta
Whole-time Director
DIN No. : 00004788

Place : Mumbai
Date : 29th May 2015

PROVOGUE (INDIA) LIMITED

CIN: L45200MH2007PLC174147

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

Ph:91-22-30680560, Fax: 91-22-30680570, Email: investorservice@provogue.com, Website: www.provogue.com

E-MAIL ID REGISTRATION FORM

I, (name of first/individual shareholder) holding
(no. of shares) equity shares vide folio no./DP & Client ID No. in the Company, would
like to register below mentioned e-mail ID for receiving all the communications/documents/notices/correspondences
from the Company in electronic mode instead of getting physical copies of the same. Kindly register the same.

E-mail ID:

Yours truly,

Signature

Name:

Address:

.....

.....

FORM NO. MGT – 11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROVOGUE (INDIA) LIMITED

CIN: L18101MH1997PLC111924

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

Ph: 91-22-30680560, Fax: 91-22-30680570, Email: investorservice@provogue.com, Website: www.provogue.com

Name of The Member : Registered Address:

Folio No/ Client id DP ID Email ID

I/We, being the member(s) of shares of the above named company hereby appoint

1. Name:
Address
Email Id Signature, or failing him
2. Name:
Address
Email Id Signature, or failing him
3. Name:
Address
Email Id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual general meeting/ of the company, to be held on Wednesday 30th of September 2015 at 12 p.m. at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (W) Mumbai - 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No	Description
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 2015 including audited Balance Sheet as at 31st March, 2015 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.
2	To appoint a Director in place of Mr. Salil Chaturvedi (DIN: 00004768), who retires by rotation and being eligible, offers himself for re-appointment.
3	To ratify the appointment of M/s Ajay Shobha & Co., Chartered Accountants (ICAI Firm registration No. 317031E) as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company.
4	To approve the payment of remuneration to the Cost Auditors.
5	To approve the re-appointment of Mr. Nikhil Chaturvedi, as Managing Director for a further period of five years w.e.f. 1st April 2015.
6	To approve the re-appointment of Mr. Deep Gupta, as Whole time Director for a further period of five years w.e.f. 1st April 2015.
7	To approve the re-appointment of Mr. Akhil Chaturvedi, as Whole time Director for a further period of five years w.e.f. 1st April 2015.

Signed this day of 2015

Signature of the shareholder

Sig nature of the Proxy Holder(s)



Signature across Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PROVOGUE (INDIA) LIMITED

CIN: L18101MH1997PLC111924

Regd. Office: Provogue House, 105/106 Off New Link Road, Andheri (W), Mumbai 400 053 India
Ph: 91-22-30680560, Fax: 91-22-30680570, Email: investorservice@provogue.com, Website: www.provogue.com

19th Annual General Meeting

ATTENDANCE SLIP

Folio/ DP & Client ID No. No. of shares held

Mr./Ms./Mrs.

Address:

I hereby record my presence at the 19th Annual General Meeting of the Company held at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (W) Mumbai - 400 053 at 12.00 p.m. on Wednesday, 30th September, 2015.

(Proxy's Name in Block letters)

.....
(Member's /Proxy's Signature)

1. Strike out whichever is not applicable
2. Please fill in this Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip on request.

AGM VENUE



POLLING PAPER

PROVOGUE (INDIA) LIMITED

CIN: L18101MH1997PLC111924

Regd. Office: 105/106, Provogue House, Off New Link Road, Andheri (West) Mumbai, 400053
Ph: 91-22-30680560, Fax: 91-22-30680570, Email: investorservice@provogue.com, Website: www.provogue.com

Sr. No	Particulars	Details
1	Name of the first named Shareholder (In Block Letters)	
2	Postal address	
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4	No. of Share	

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No	Item No.	I assent to the resolution	I dissent from the 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 2015 including audited Balance Sheet as at 31st March, 2015 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.		
2.	To appoint a Director in place of Mr. Salil Chaturvedi (DIN: 00004768) , who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the appointment of M/s Ajay Shobha & Co., Chartered Accountants (ICAI Firm registration No. 317031E) as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company.		
4.	To approve the payment of remuneration to the Cost Auditors.		
5.	To approve the re-appointment of Mr. Nikhil Chaturvedi, as Managing Director for a further period of five years w.e.f. 1st April 2015.		
6.	To approve the re-appointment of Mr. Deep Gupta, as Whole time Director for a further period of five years w.e.f. 1st April 2015.		
7.	To approve the re-appointment of Mr. Akhil Chaturvedi, as Whole time Director for a further period of five years w.e.f. 1st April 2015.		

Place:

Date:.....

.....
(Signature of the Shareholder)

PROVOGUE (INDIA) LIMITED

Registered Office

105/106, Provogue House,
Off New Link Road, Andheri (W),
Mumbai - 400 053

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