

Dated : 06<sup>th</sup> September, 2019

National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex, Bandra (E)  
Mumbai 400 051  
Scrip Code: PROVOGE

BSE Limited  
Listing Department  
P.J. Towers, Dalal Street, Fort  
Mumbai 400 001  
Scrip Code: 532647

Dear Sir/Madam,

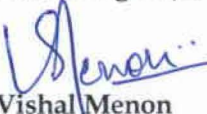
Sub: Notice of the 23<sup>rd</sup> Annual General Meeting of the Company

This is to inform you that, the 23<sup>rd</sup> Annual General Meeting of the Company is scheduled to be held on Monday, 30<sup>th</sup> September 2019 at 4.00 p.m. at Esquire Hall, The Classique Club, Behind Infinity Mall, Off New Link Road, Andheri (West), Mumbai - 400053. Pursuant to compliance with the requirements of Reg. 30(2) read with Schedule III of the SEBI (LODR) Regulations 2015, a copy of Notice issued to the Members of the Company is enclosed herewith for your information and record.

You are requested to take note of the same and oblige.

Thanking You

Yours truly,  
For Provogue (India) Limited

  
Vishal Menon  
CS & Compliance Officer

Encl. as above

*Note: Provogue (India) Limited (Company), is under Corporate Insolvency Resolution Process as per the provisions of IBC, 2016. Its affairs, business and assets are being managed by Mr. Amit Gupta, appointed as Resolution Professional by NCLT, Mumbai bench vide order dated 26<sup>th</sup> September 2018.*

Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hetal Hakani (DIN: 06878540), who had been appointed as Independent Director, and who holds office as an Independent Director up to 25

## PROVOGUE (INDIA) LIMITED

Regd. Office: 105/106 Provogue House, 1<sup>st</sup> Floor, Off New Link Road, Andheri (W), Mumbai 400 053  
Ph: + 91-22-6824 9000 Email: investorservice@provogue.com Website: www.provogue.com  
Corporate Identification Number: L18101MH1997PLC111924,

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the shareholders of Provogue (India) Limited (C I, H N, C I, L, M I, B O, 25 J, 2018) will be held on Monday, 30<sup>th</sup> September, 2019, at 4:00 p.m. at Esquire Hall, The Classique Club, Behind Infinity Mall, Off 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 31<sup>st</sup> March, 2019 including audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit & Loss and Cash Flow Statement, Notes and Annexures thereto together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mr. Akhil Chaturvedi (DIN: 00004779)**, who retires by statutory modification or amendments thereof, for the time being in force), the remuneration of ₹ 75,000 (Rupees Seventy Five Thousand Only) plus applicable taxes thereon payable to M/s. Ketki D. Visariya & Co. (Firm Registration No. 000362), Cost Accountants, Mumbai, for conducting Audit of the Cost Records maintained by the Company for the Financial Year 2019-20 be and is hereby approved.

**Resolved further that** the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution as per direction of the Resolution Professional."

### 4. To reappoint Mr. Hetal Hakani (DIN: 06878540) as an Independent Director:

To consider and, if thought fit, to pass the following resolution as an **Special Resolution:**

being eligible, be reappointed as an Independent Director of the Company w.e.f. 26<sup>th</sup> May, 2019, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 25<sup>th</sup> May, 2024."

**By Order of the Resolution Professional  
For Provogue (India) Limited  
(A Company under Corporate Insolvency  
Resolution Process by Hon'ble NCLT, Mumbai  
Bench order dated 25<sup>th</sup> July 2018)**

**Date : 13.08.2019  
Place: Mumbai**

**Sd/-  
Vishal Menon  
Company Secretary**

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and Secretarial Standard-2 issued by the institute of Company Secretaries of India, setting out material facts concerning the Special Business to be transacted at the meeting is annexed and forms part of this notice.
2. **The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting has been done away with vide notification No. S.O. 1833 (E) dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, Government of India. Accordingly, no resolution is proposed for ratification of appointment of M/s Ajay Shobha & Co., Chartered Accountants (ICAI Firm Registration No. 317031E), Statutory Auditors who had been appointed at the 22<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018 to hold office from the conclusion of 22<sup>nd</sup> AGM till the conclusion of 27<sup>th</sup> AGM of the Company to be held in the year 2023.**
3. **IN TERMS OF PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH RULE 19 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014. A SHAREHOLDER 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 SHAREHOLDER 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.

Shareholders are requested to note that a person can act as a proxy on behalf of Shareholders not exceeding 50 shareholders provided shareholding of those shareholders in aggregate should not be 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 Shareholder 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 this Annual General Meeting of the Company.
5. Corporate Shareholders intending to send their authorized representative(s) 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, shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any shareholder as soon as possible. Shareholders 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. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company.
8. Pursuant to the provisions of IEPF Rules and the applicable provisions of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, to the Investor Education and Protection

Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 29<sup>th</sup> September, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: [http://corporate.provogue.com/media/provogue/pdf/unpaid\\_shareholders/Statement\\_of\\_Unclaimed\\_and\\_Unpaid\\_Dividend\\_AGM\\_2018.pdf](http://corporate.provogue.com/media/provogue/pdf/unpaid_shareholders/Statement_of_Unclaimed_and_Unpaid_Dividend_AGM_2018.pdf) The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

9. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 31<sup>st</sup> October, 2017. Details of such shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [http://corporate.provogue.com/media/provogue/pdf/unpaid\\_shareholders/List\\_of\\_unclaimed\\_dividends\\_and\\_share\\_for\\_IEPF\\_Transfer\\_30\\_10\\_2017.pdf](http://corporate.provogue.com/media/provogue/pdf/unpaid_shareholders/List_of_unclaimed_dividends_and_share_for_IEPF_Transfer_30_10_2017.pdf) The said details have also been uploaded on the website of the IEPF Authority and the said details can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Shareholders are requested to note that no claim shall lie against the Company in respect of any dividend amount which remains unclaimed/unpaid for a period of 7 years or more and transferred to Investor Education and Protection Fund Authority of the Central Government and/or corresponding shares thereto. However it may be noted that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Concerned shareholders/investors are advised to visit the [www.iepf.gov.in](http://www.iepf.gov.in) or contact Link Intime India Private Limited, Registrar and Transfer Agent of the Company for lodging their claim for refund of shares and/or dividend from the IEPF Authority.

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
31.03.2012	28.09.2012	29.10.2019
31.03.2013	30.09.2013	01.10.2020
31.03.2014	Not Declared	Not Applicable
31.03.2015	Not Declared	Not Applicable
31.03.2016	Not Declared	Not Applicable
31.03.2017	Not Declared	Not Applicable

Shareholders who have not encashed the dividend warrants for the financial year ended 2011-12 and/or any subsequent years are requested to write to

the Company giving necessary details along with claimant's proof of identity and address.

10. Details pursuant to Regulations 36 (3) of the SEBI (LODR) Regulations, 2015 read with Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment/confirmation at the ensuing Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. The notice of AGM along with Annual Report for 2018-19 is being sent by electronic mode to all the shareholders whose email IDs are registered with the Company/Depository Participant(s) unless any shareholder has requested for a physical copy of the same. For shareholders who have not registered their email addresses, physical copies are being sent by the permitted mode.
12. Non-resident Indian shareholders 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.
13. Shareholders 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 DPID number, as the case may be.
14. This notice is being sent to all shareholders of the Company whose name appears in the Register of Shareholders/ list of beneficiaries received from the depositories on the end of the 23<sup>rd</sup> August, 2019.
15. The entry to the meeting venue will be regulated by means of attendance slips, which is annexed to the Annual Report. For attending the meeting, shareholders, proxies and authorised representatives of the shareholders, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DPID, and signed. Duplicate attendance slips will not be issued/accepted.
16. **All shareholders 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](http://www.provogue.com). Kindly bring your copy of Annual Report to the meeting.**
17. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of shareholders 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 shareholder is a minor, name of guardian and the date of birth of the shareholder, and name and address of nominee. All shareholders are requested to update their details as aforesaid with their respective depository.

18. No gifts shall be provided to shareholders before, during or after the AGM.
19. Shareholders 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.
20. Shareholders are requested to notify change of address and update bank accounts details to their respective depository participants directly.
21. A route map showing direction to reach the venue of the 23<sup>rd</sup> AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

## **22. Voting through electronic means ("Remote E-voting"):**

- a. Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules 2014 as amended from time to time and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company provides the electronic facility to its members enabling them to exercise their right to vote on agendas of AGM through e-voting services provided by the Central Depository Services (India) Limited (CDSL). It is clarified that it is not mandatory for a shareholder to vote using the e-voting facility, and a shareholder 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 shareholders attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Meeting through polling paper.

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

### **A. In case of shareholders receiving the Notice of AGM via-email**

- i. The remote e-voting period begins on 27<sup>th</sup> September, 2019 from 10.00 a.m. and ends on 29<sup>th</sup> September, 2019 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.

23<sup>rd</sup> September, 2019 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 resolutions is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

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

Persons who have acquired shares and become shareholders of the Company after the dispatch of the Notice of the AGM but on or before the cut-off date i.e. 23<sup>rd</sup> September, 2019, may obtain their user ID and password for 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](http://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. Shareholders 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](http://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:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> </ul>

	<ul style="list-style-type: none"> <li>• Shareholders 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 envelop of this report.</li> </ul>
Dividend Bank details OR DOB	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or 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.</li> <li>• If both the details are not recorded with the depository or company please enter the shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 Shareholders 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. Voting by using mobile application:**

Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- xix. 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.
- xx. 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 shareholders receiving the physical copy of the Notice of AGM:**

Shareholders holding shares in either Demat or physical mode who are in receipt of Notice of AGM in physical form may opt for e-voting. Please follow steps from sr. no. (i) to (xix) under the heading “A” above to vote through e-voting platform.

**In the event a shareholder 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 23<sup>rd</sup> AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT 23<sup>rd</sup> ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]**

<b>Name of the Director</b>	<b>Mr. Akhil Chaturvedi, Whole-time Director</b>
Date of Birth	20 <sup>th</sup> April, 1965
Date of first appointment	17 <sup>th</sup> November, 1997
Qualification	MBA
Shareholding of directors	28,84,330 equity shares
Directors Inter-se relationship	He is brother of Mr. Nikhil Chaturvedi and Mr. Salil Chaturvedi.
Years of experience	20+
No. of Board Meeting attended in FY	4
Area of expertise	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.
Other public limited companies* in which directorship held	a. Acme Advertisements Private Limited b. Millennium Accessories Limited c. Provogue Personal Care Private Limited
Chairman/ member of Committees of Board of other Companies	<b>Provogue (India) Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Stakeholders Relationship Committee – Member</li> </ul>

<b>Name of the Director</b>	<b>Mr. Hetal Hakani, Independent Director</b>
Date of Birth	03 <sup>rd</sup> May, 1971
Date of first appointment	26 <sup>th</sup> May, 2014
Qualification	Chemical Engineer
Shareholding of directors	Nil
Directors Inter-se relationship	N.A.
Years of experience	20+
No. of Board Meeting attended in FY	2 <sup>1</sup>
Area of expertise	Mr. Hetal 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.
Other public limited companies <sup>2</sup> in which directorship held	a. Provogue (India) Limited b. Garbi Finvest Limited
Chairman/ member of Committees of Board of other Companies	<b>Provogue (India) Limited</b> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee - Chairman</li> <li>• Audit Committee- Member</li> <li>• CSR Committee-Member</li> </ul>

<sup>1</sup> Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ("NCLT"), vide its order dated 25<sup>th</sup> July, 2018 had admitted the reference for initiation of Corporate Insolvency Resolution Process ("CIRP") in respect of the Company under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC") and pursuant to the said order, Mr. Jitendrakumar Rambaran Yadav (IP Registration No IBBI/IPA-003/IP-N00022/2017-18/10169) had been appointed as an Interim Resolution Professional ("IRP") from the date of said order to manage affairs, business and assets of the Company. Pursuant to initiation of Corporate Insolvency Resolution Process (CIRP) in the Company, the powers of the Board of Directors of the Company got suspended and were to be exercised by IRP.

The members of Committee of Creditors in the first meeting held on 24<sup>th</sup> August, 2018 approved the appointment of Mr. Amit Gupta (IBBI Registration No.: IBBI/IPA-001/IP-P00016/2016-17/10040) as the Resolution Professional ("RP") replacing Mr. Jitendra Kumar Yadav, IRP. Further, vide order dated 26<sup>th</sup> September, 2018 the Hon'ble NCLT, Mumbai Bench approved the appointment of Mr. Amit Gupta (IBBI Registration No.: IBBI/IPA-001/IP-P00016/2016-17/10040) as the Resolution Professional of Provogue (India) Limited which was uploaded on IBBI website on 4<sup>th</sup> October, 2018. The Resolution Professional took charge of the operations of the Company from 4<sup>th</sup> October, 2018 itself. However, the certified true copy of the Hon'ble NCLT order dated 26<sup>th</sup> September, 2018 was received on 11<sup>th</sup> October, 2018.

As per terms of Section 23 of Code, the management and operations of the Company are being managed by Resolution Professional on a Going Concern Basis.

<sup>2</sup> The details of Directorships as on 31<sup>st</sup> March, 2019, 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).

**By Order of the Resolution Professional**

**For Provogue (India) Limited  
(A Company under Corporate Insolvency Resolution Process by  
Hon'ble NCLT, Mumbai Bench order dated 25<sup>th</sup> July, 2018)**

**Date : 13.08.2019  
Place: Mumbai**

**Sd/-  
Vishal Menon  
Company Secretary**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 3**

The Board has approved the appointment of M/s. Ketki D. Visariya & Co. (Firm Registration No. 000362), Cost Accountants in Whole-time Practice as Cost Auditor of the Company for the financial year ending on 31<sup>st</sup> March, 2020, to conduct audit of cost accounting records of the Company as may be required under the Companies Act, 2013, and Rules made thereunder, at a remuneration of ₹ 75,000/-, excluding applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel or Resolution Professional of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**Item No 4:**

Mr. Hetal Hakani (DIN: 06878540) is an independent director of the Company and holds his office as an independent director up to 25<sup>th</sup> May, 2019 (first term).

Pursuant to provisions of Section 149(10) of the Companies Act 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but he shall be eligible for re-appointment by passing a special resolution in General Meeting of members of the Company.

The Board based on the performance evaluation, is of view that given his background and experience and the valuable contribution made by him during his tenure, the continued association of Mr. Hetal Hakani would be beneficial to the Company. Accordingly, the Board recommends to reappoint Mr. Hetal Hakani as an independent director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company with effect from 26<sup>th</sup> May, 2019 to 25<sup>th</sup> May, 2024 by passing a SPECIAL RESOLUTION.

**By Order of the Resolution Professional**

**For Provogue (India) Limited  
(A Company under Corporate Insolvency Resolution Process by  
Hon'ble NCLT, Mumbai Bench order dated 25<sup>th</sup> July, 2018)**

**Date : 13.08.2019  
Place: Mumbai**

**Sd/-  
Vishal Menon  
Company Secretary**



## ROUTE MAP TO THE VENUE OF THE AGM



**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, 1<sup>st</sup> Floor, Off New Link Road, Andheri (West), Mumbai, 400053  
Ph: +91-22-68249000 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 23<sup>rd</sup> Annual General Meeting of members of the Company, to be held on Monday, 30<sup>th</sup> September 2019 at Esquire Hall, The Classique Club, Behind Infinity Mall, Off New Link Road, Andheri (West), Mumbai - 400053 at 4.00 p.m. 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 31 <sup>st</sup> March 2019 including audited Balance Sheet as at 31 <sup>st</sup> March 2019 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. Akhil Chaturvedi (DIN: 00004779), who retires by rotation and being eligible, offers himself for re-appointment.
3	To consider and approve the payment of remuneration to the Cost Auditors
4	To reappoint Mr. Hetal Hakani (DIN: 06878540) as an Independent Director and in this regard, to pass the resolution as a Special Resolution

Signed this ..... day of ..... 2019

Signature of the shareholder .....

Signature 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: 105/106, Provogue House, 1<sup>st</sup> Floor, Off New Link Road, Andheri (West), Mumbai, 400053

Ph: +91-22-68249000 Email: investorservice@provogue.com, Website: www.provogue.com

## 23<sup>rd</sup> 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 23<sup>rd</sup> Annual General Meeting of the Company held at Esquire Hall, The Classique Club, Behind Infinity Mall, Off New Link Road, Andheri (W), Mumbai - 400 053 at 4.00 p.m. on Monday, 30<sup>th</sup> September 2019

(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.