



MRVL

MANDHANA RETAIL VENTURES LTD.

CIN : L52390MH2011PLC213349

Registered Office : Plot No. E-132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist: Palghar- 401 506

14th June, 2020

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Dear Sir/Madam,

To,

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C-1,

G Block, Bandra Kurla Complex,

Bandra (E), Mumbai 400 051

Sub: Voting results of the Postal Ballot process (including voting through electronic means) conducted by the Company, pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 (Listing Regulations)

Ref: BSE- 540210; NSE – TMRVL

Pursuant to section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company had sought approval of the Members for sale of the select Inventories and Store Assets pertaining to the Trademark License Agreement executed between the Company and Being Human - The Salman Khan Foundation to Four Aces Fashion House Private Limited by way of Postal Ballot including voting through electronic means (‘ e-voting’) in accordance with Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of Listing Regulations. The voting period commenced on Wednesday, 18th March, 2020 at 9.00 a.m. (IST) and concluded on Thursday, 16th April, 2020 at 5.00 p.m. (IST). During this period, the Members holding shares, either in physical or in dematerialized form, as on close of business hours on Friday, 6th March, 2020 were eligible to vote on the resolution as stated in the Postal Ballot notice dated 7th March, 2020.

Mr. Nitin R. Joshi, Practicing Company Secretary was appointed as the Scrutinizer for the Postal Ballot and e-voting process, to scrutinize the voting in a fair and transparent manner. A consolidated report on the entire voting process including e-voting has been received from the Scrutinizer.

The voting results of postal ballot, pursuant to the time limit as stated under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 (‘Regulation’), was scheduled to be declared on or before Saturday, 18th April, 2020. However, as informed vide our letter dated 15th April, 2020 (‘said letter’), on account of the lockdown imposed by the Government of India w.e.f. 24th March, 2020 as a preventive measure against outbreak of Covid-19 pandemic in India, the offices of the Company, Registrar and Share Transfer Agent (‘RTA’) of the Company and the Scrutinizer, appointed for conducting the Postal Ballot process, were shut temporarily.

THE MANDHANA RETAIL VENTURES LTD.

(Formerly Mandhana Retail Ventures Limited)

Corporate Office: 006-008, Peninsula Centre, Dr.S.S. Rao Road, Parel Mumbai- 400 012.

Tel.: 91-22- 43539797 Fax. : 91-22-43539216/17/18 Email: info@mandhanaretail.com Website: www.mandhanaretail.com

Further, as informed in our said letter, on 11th April, 2020, the State Government of Maharashtra has further extended the lockdown in the state of Maharashtra till 30th April, 2020 as the positive cases of coronavirus continued to rise in the state of Maharashtra. Additionally, on 14th April, 2020, the Government of India has further extended the lockdown till 3rd May, 2020 which was followed by two-week extensions starting 3rd May, 2020 and 17th May, 2020. In light of the aforesaid circumstances, there was an unpredictable delay in obtaining the voting report from the RTA and the Scrutinizer and consequent submission of Postal Ballot results, as per the requirements under the Listing Regulations. The Lockdown further got extended till 30th June, 2020, however, with effect from 8th June, 2020, the Government of Maharashtra has, albeit with limited capacity, ordered for reopening of private offices and establishments. Pursuant to which, the RTA was able to access the physical postal ballot forms and subsequently on 13th June, 2020, the Scrutinizer has submitted its report on the voting for the Postal Ballot.

The consolidated voting results in terms of Regulation 44 of SEBI (LODR) Regulations, 2015 and the Report of the Scrutinizer dated 13th June, 2020 are enclosed herewith.

Based on the consolidated report of the scrutinizer, the resolution as set out in the Postal Ballot notice has been duly approved by the Members of the Company with requisite majority.

Kindly take the same on your records.

Yours Sincerely,

for **THE MANDHANA RETAIL VENTURES LIMITED**



MANISH MANDHANA
(Chief Executive Officer)

Encl.: As above.

VOTING RESULT OF THE POSTAL BALLOT
(Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015)

Date of AGM/EGM/Postal Ballot Notice :	7 th March, 2020
Total No. of Shareholders on record date (cut-off date for reckoning the voting rights of the shareholders) i.e. 6 th March, 2020:	10508
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.

Details of the Agenda:

Resolution No.1: Sale of the select Inventories and Store Assets pertaining to the Trademark License Agreement executed between the Company and Being Human - The Salman Khan Foundation to Four Aces Fashion House Private Limited:

Resolution required: Special; Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	68,52,318	68,45,652	99.90	68,45,652	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		68,45,652	99.90	68,45,652	0	100.00	0.00
Public Institutions	E-Voting	11,08,021	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	1,41,22,270	16,79,867	11.90	16,79,292	575	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		3	0.00	3	0	100.00	0.00
	Total		16,79,870	11.90	16,79,295	575	99.97	0.03
Total		2,20,82,609	85,25,522	38.61	85,24,947	575	99.99	0.01

Details of invalid votes

Category	No. of Votes
Promoter and Promoter Group	-
Public Institutions	-
Public Non Institutions	2

Yours faithfully,

for **THE MANDHANA RETAIL VENTURES LIMITED**




MANISH MANDHANA
(Chief Executive Officer)

Date: 14th June, 2020

Place: Mumbai

Nitin R. Joshi

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

COMPANY SECRETARY

415, Marathon Max, Next to UdyogKshetra, Jn.Of L.B.S. Marg & Goregoan Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

13.06.2020

REPORT OF THE SCRUTINIZER

To
The Chairman,
The Mandhana Retail Ventures Limited.
006-008, Peninsula Centre,
Dr.S.S. Road, Off. Ambedkar Road, Parel,
Mumbai - 400 012.

Dear Sir,

I, Nitin R. Joshi, a Company Secretary in Practice, have been appointed as a scrutinizer for postal ballot voting process including voting by way of electronic means/e-voting (hereinafter referred as "the said Voting Process") by The Mandhana Retail Ventures Limited (the Company) for the purpose of scrutinizing the said Voting Process under the provisions of Section 110 of the Companies Act 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and applicable rules relating to the said Voting Process on the Special resolution contained in the Postal Ballot Notice (the Notice) dated 07.03.2020 issued under Section 110 of the Act. My responsibility as a scrutinizer for the said Voting Process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and physical postal ballots received from Members.

The Company has appointed me as the scrutinizer for the said voting process in respect of the following resolution:

Resolution No. 1: Special Resolution for Sale of the select Inventories and Store Assets pertaining to the Trademark License Agreement executed between the Company and Being Human - The Salman Khan Foundation to Four Aces Fashion House Private Limited:

I further state that:

1. Sending of e-mails or dispatch of the Notices alongwith Postal Ballot Forms to all the Members, whose names appeared in the Register of Members / Records of Depositories as on 06.03.2020, have been completed by the Company on 16.03.2020. The Members of the Company as on cut -off date i.e. Friday, 06.03.2020 were entitled to vote on the resolution contained in the Notice.
2. The Particulars of all postal ballot forms received from the Members have been entered in a separate register maintained for the purpose.
3. The e-voting commenced from Wednesday, 18.03.2020 at 09.00 AM and ended on Thursday, 16.04.2020 at 05.00 PM.
4. I have downloaded the data of e-voting after the e-voting module was disabled by the Central Depository Services India Limited (CDSL) on 16.04.2020 at 05.00 PM.
5. The postal ballot forms were kept under safe custody of Link Intime India Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company, before commencing the scrutiny of such postal ballot forms.
6. All postal ballot forms received up to the close of working hours (i.e. 05.00 PM) on 16.04.2020, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny and none of the envelopes containing the postal ballot forms received after the business hours (i.e.05.00 PM) on 16.04.2020.
7. The postal ballot envelopes were opened from time to time, under my authorization by the RTA and the last lot was opened on 11.06.2020 in the presence of two (2) witnesses not being employees of the Company.
8. The postal Ballot forms were scrutinized and details of shareholders were matched with the Register of Members of the Company.
9. I did not find any defaced or mutilated ballot paper.
10. A summary of the postal ballot papers received and e-voting is given below:

Result of Resolution No. 1:

Special Resolution for Sale of the select Inventories and Store Assets pertaining to the Trademark License Agreement executed between the Company and Being Human - The Salman Khan Foundation to Four Aces Fashion House Private Limited:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital (i.e. 22082609 Equity shares)	% of Total Votes Polled
Physical Mode					
A	Total Postal Ballot Forms received	03	05	0.00	
B	Less :Invalid Postal Ballot Forms	02	02	0.00	
C	Net Valid Postal Ballot in physical (A-B)	01	03	0.00	
Electronic Mode					
D	Total E-voting option received	59	8525519	38.61	
E	Less:- Invalid E-voting option	--	--	0.00	
F	Net Valid E-voting option (D-E)	59	8525519	38.61	
	Total Net Valid Votes in Physical and electronic mode (C+F)	60	8525522	38.61	100%
G	Postal Ballot Forms with assent for Special Resolution-Physical	01	03	0.00	
H	E-voting Options with assent for Special Resolution-Electronic	52	8524944	38.60	
	Total Votes with assent in physical and electronic mode	53	8524947	38.60	99.99
I	Postal Ballot Forms with dissent for Special Resolution-Physical	00	00	0.00	
J	E-voting option with dissent for Special Resolution-Electronic	07	575	0.00	
	Total Votes with dissent in Physical and electronic mode	07	575	0.00	0.01
In brief total votes cast for special resolution is 99.99% and total votes cast against special resolution is 0.01% and therefore the aforesaid special resolution has been carried through with the requisite majority.					

The voting results of postal ballot, pursuant to the time limit as stated under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 ('Regulation'), was scheduled to be declared on or before Saturday, 18.04.2020. However, the Government of India has with effect from the midnight of 24.03.2020 ordered complete lockdown limiting the movement of the people in the country as a preventive measure against outbreak of Covid-19 pandemic in India. Pursuant to the aforesaid order, my office, the offices of the Company and that of Registrar and Share Transfer Agent ('RTA') of the Company were shut temporarily. Consequently, the RTA was unable to deliver the physical postal ballot paper and therefore I could not furnish results of the of postal ballot notice dated 07.03.2020 on or before 18.04.2020.

I further report that on account of "Unlock-1" which was undertaken by the Maharashtra State Government from 08.06.2020, I could able to formalise my report and forward the same to the Chairman/Authorised Director of the Company.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, I maintained the records including the data as obtained from CDSL for e-voting facility extended by them and also Register recording the consent or otherwise received from the members, voting through Postal Ballot which includes all the particulars of members such as the names, folio number, DP ID/Client ID number of shares held, number of shares voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman/any other Authorised Director approves and signs the Minutes of the Meeting.

You may accordingly declare the result of the said Voting Process.

I thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking you,

Yours faithfully,

**NITIN
RAMNI
KLAL
JOSHI**

Digitally signed by NITIN
RAMNIKLAL JOSHI
DN: c=IN, ou=Maharashtra,
2.5.4.20=06a0d124f10a074c,
ou=116079795Indus462714c,
9760f930749608895a,
postalCode=400080,
street=MCCLIND,
serialNumber=d6c3df66580cc
0a4d43117fa35531801013486,
90a7787c1556f9a3e03c97,
o=Personal, cn=NITIN
RAMNIKLAL JOSHI
Date: 2020.06.13 18:34:20
+05'30'

(NITIN R. JOSHI)

Practicing Company Secretary

FCS 3137 CP 1884

UDIN number F003137B000340903

Place : Mumbai

Dated : 13.06.2020