



MRVL

MANDHANA RETAIL VENTURES LTD.

CIN: L52390MH2011PLC213349

Registered Office : Plot No. E - 132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist : Palghar - 401506

18th April, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

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

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 and Regulation 44 of SEBI (LODR) Regulations, 2015 (Listing Regulations) - Voting results and Outcome of Postal Ballot process conducted by the Company

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 of the Company for the following resolutions, by means of electronic voting ('remote e-voting' / '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 read with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'):

- 1) Approval for acquiring the brands/trademarks, "HUP" and "Device of Turtle" by way of perpetual assignment alongwith all the rights, title and interest thereto from Mr. Manish Mandhana, Promoter & CEO of the Company through Ordinary Resolution;
- 2) Approval for donation/contribution to bona fide and charitable funds, trust, etc. through Ordinary Resolution; and
- 3) Approval for change in the name of the Company alongwith consequent alteration to Memorandum and Articles of Association of the Company.

The voting period commenced on Thursday, 17th March, 2022 at 9.00 a.m. (IST) and concluded on Friday, 15th April, 2022 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, 11th March, 2022, were eligible to vote on the resolutions as stated in the Postal Ballot notice dated 10th March, 2022.

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



THE MANDHANA RETAIL VENTURES LIMITED
FORMERLY KNOWN AS MANDHANA RETAIL VENTURES LIMITED.

Corporate Office: 209, Peninsula Centre, Dr. S.S Rao Road, Parel, Mumbai 400012.
Tel: +91-22-43539790 Email: info@mandhanaretail.com Website: www.mrvlindia.com



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MANDHANA RETAIL VENTURES LTD.

Continuation Sheet...

The voting results in terms of Regulation 44 of Listing Regulations and the Report of the Scrutinizer dated 18th April, 2022 are enclosed herewith.

Based on the report of the scrutinizer, the resolutions as set out in the Postal Ballot notice have been deemed as duly approved by the Members of the Company with requisite majority on 15th April, 2022.

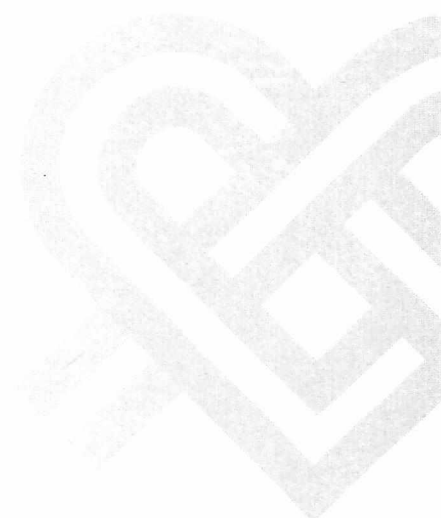
This intimation shall also be deemed as disclosure of proceedings under Regulation 30 read with Schedule III, Part A, Para A (13) of Listing Regulations.

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 :	10 th March, 2022
Total No. of Shareholders on record date (cut-off date for reckoning the voting rights of the shareholders) i.e. 11 th March, 2022:	25,822
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: Approval for acquiring the brands/trademarks, "HUP" and "Device of Turtle" by way of perpetual assignment alongwith all the rights, title and interest thereto from Mr. Manish Mandhana, Promoter & CEO of the Company:

Resolution required: Ordinary; Whether promoter/ promoter group are interested in the agenda/resolution: Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	7324641	1716482	23.43	1716482	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		1716482	23.43	1716482	0	100.00	0.00
Public Institutions	E-Voting	143022	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	14614946	1647123	11.27	740136	906987	44.94	55.06
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1647123	11.27	740136	906987	44.94	55.06
Total		22082609	3363605	15.23	2456618	906987	73.04	26.96

Details of invalid votes:

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



Note: In view of amended definition of the term 'Related Party' pursuant to regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2022, the voting exercised by any person belonging to Promoter & Promoter Group, on /after 1st April, 2022, has not been considered by the Scrutinizer for the above mentioned e-voting process with respect to Resolution No. 1.

Resolution No.2: Approval for donation/contribution to bona fide and charitable funds, trust, etc. through Ordinary Resolution:

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	7324641	6875955	93.87	6875955	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		6875955	93.87	6875955	0	100.00	0.00
Public Institutions	E-Voting	143022	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	14614946	1622123	11.10	715070	907053	44.08	55.92
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1622123	11.10	715070	907053	44.08	55.92
Total		22082609	8498078	38.48	7591025	907053	89.33	10.67

Details of invalid votes:

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



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Resolution No.3: Approval for change in the name of the Company alongwith consequent alteration to Memorandum and Articles of Association of the Company:

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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7324641	6875955	93.87	6875955	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		6875955	93.87	6875955	0	100.00	0.00
Public Institutions	E-Voting	143022	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	14614946	740330	5.07	740165	165	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		740330	5.07	740165	165	99.98	0.02
Total		22082609	7616285	34.49	7616120	165	100.00	0.00

Details of invalid votes

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

Yours faithfully,
for THE MANDHANA RETAIL VENTURES LIMITED



MANISH MANDHANA
(Chief Executive Officer)

Date: 18th April, 2022

Place: Mumbai



Nitin R. Joshi
B.COM., LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY

415, Marathon Max, Next to Udyog Kshetra, Jn. of L.B.S. Marg & Goregoan Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660. Cell 98201 29178. E-mail:n_r_joshi@yahoo.com

REPORT OF THE SCRUTINIZER

To,
The Chairman,
The Mandhana Retail Ventures Limited
209, 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 conducting the postal ballot through e-voting process 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 resolutions contained in the Postal Ballot Notice (the Notice) dated 10th March, 2022 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 Link Intime India Private Limited ('LIPL'), the Registrar & Share Transfer Agent, engaged by the Company to provide e-voting facilities to the Members.

The Postal Ballot was conducted in compliance with circular of Ministry of Corporate Affairs ('MCA') General Circulars No.14, 17, 22, 33 & 39/2020 and 10, 20/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021 and 8th December, 2021 respectively ('MCA Circulars') read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO /CFD/CMD2 /CIR /P /2021/11 dated 15th January, 2021 ('SEBI Circulars') to the extent applicable and other applicable laws and regulations.

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

Resolution No.1: Approval for acquiring the brands/trademarks, "HUP" and "Device of Turtle" by way of perpetual assignment alongwith all the rights, title and interest thereto from Mr. Manish Mandhana, Promoter & CEO of the Company, through Ordinary Resolution:



Resolution No.2: Approval for donation/contribution to bona fide and charitable funds, trust, etc. through Ordinary Resolution:

Resolution No.3: Approval for Change in the name of the Company alongwith consequent alteration to Memorandum and Articles of Association through Special Resolution:

I further state that:

1. The Notice of the Postal Ballot was sent to the Members of the Company through electronic mode on 16th March, 2022, to those members whose email addresses are registered with the Company/Depositories as on cut-off date i.e. Friday, 11th March, 2022. The Members of the Company as on 11th March, 2022 were entitled to vote on the resolution contained in the Notice.
2. Considering the present COVID-19 pandemic and in accordance with aforesaid MCA Circulars, the Notice of Postal Ballot has been sent in electronic form only. The hard copy of the Notice alongwith Postal Ballot form and pre-paid business envelope have not been sent to the Members. Accordingly, the communications of the assent or dissent of the Members took place through the remote voting system only.
3. The e-voting commenced from Thursday, 17th March, 2022 at 09.00 AM (IST) and ended on Friday, 15th April, 2022 at 05.00 PM (IST).
4. I have downloaded the data of e-voting after the e-voting module was disabled by Link Intime India Private Limited ('LIPL'), the Registrar & Share Transfer Agent, on 15th April, 2022 at 05.00 PM (IST).
5. A summary of the said Voting Process is given below:

Result of Resolution No. 1: Approval for acquiring the brands/trademarks, "HUP" and "Device of Turtle" by way of perpetual assignment alongwith all the rights, title and interest thereto from Mr. Manish Mandhana, Promoter & CEO of the Company:

Sr. No.	Particulars	No. of Members E-voting	No. of Shares	% of total paid up equity capital (i.e. 22082609 Equity shares)	% of Total E-Voting
Electronic Mode					
1	Total E-voting option received	45	33,63,605	15.23	100.00
2	Less:- Invalid E-voting option	0	0	0.00	0.00
3	Net Valid E-voting option	45	33,63,605	15.23	100.00
	Total Net Valid Votes in electronic mode	45	33,63,605	15.23	100.00
4	E-voting Options with assent for Ordinary Resolution-Electronic	42	24,56,618	11.12	73.04
5	E-voting option with dissent for Ordinary Resolution-Electronic	3	9,06,987	4.11	26.96
In brief, the total votes cast for ordinary resolution is 73.04% and total votes cast against ordinary resolution is 26.96% and therefore the aforesaid ordinary resolution has been carried through with the requisite majority.					

Note: In view of amended definition of the term 'Related Party' pursuant to regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2022, the voting exercised by any person belonging to Promoter & Promoter Group, on /after 1st April, 2022, have not been considered for the said e-voting process with respect to Resolution No. 1.



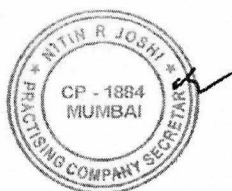
Result of Resolution No. 2: Approval for donation/contribution to bona fide and charitable funds, trust, etc:

Sr. No.	Particulars	No. of Members E-voting	No. of Shares	% of total paid up equity capital (i.e. 22082609 Equity shares)	% of Total E-Voting
Electronic Mode					
1	Total E-voting option received	58	84,98,078	38.48	100.00
2	Less:- Invalid E-voting option	0	0	0.00	0.00
3	Net Valid E-voting option	58	84,98,078	38.48	100.00
	Total Net Valid Votes in electronic mode	58	84,98,078	38.48	100.00
4	E-voting Options with assent for Ordinary Resolution-Electronic	54	75,91,025	34.37	89.33
5	E-voting option with dissent for Ordinary Resolution-Electronic	4	9,07,053	4.11	10.67
In brief, the total votes cast for ordinary resolution is 89.33% and total votes cast against ordinary resolution is 10.67% and therefore the aforesaid ordinary resolution has been carried through with the requisite majority.					

Result of Resolution No. 3: Approval for Change in the name of the Company alongwith consequent alteration to Memorandum and Articles of Association of the Company:

Sr. No.	Particulars	No. of Members E-voting	No. of Shares	% of total paid up equity capital (i.e. 22082609 Equity shares)	% of Total E-Voting
Electronic Mode					
1	Total E-voting option received	58	76,16,285	34.49	100.00
2	Less:- Invalid E-voting option	0	0	0.00	0.00
3	Net Valid E-voting option	58	76,16,285	34.49	100.00
	Total Net Valid Votes in electronic mode	58	76,16,285	34.49	100.00
4	E-voting Options with assent for Ordinary Resolution-Electronic	55	76,16,120	34.49	100.00
5	E-voting option with dissent for Ordinary Resolution-Electronic	03	165	0.00	00.00
In brief, the total votes cast for special resolution is 100% and total votes cast against special resolution is 0.00% and therefore the aforesaid special resolution has been carried through with the requisite majority.					

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 Link Intime India Private Limited ('LIIP'), the Registrar & Share Transfer Agent, 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, 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.

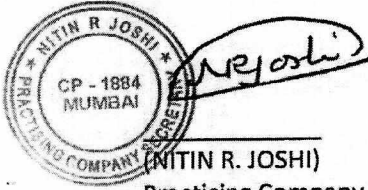


You may accordingly declare the result of the said Voting Process.

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

Thanking you,

Yours faithfully,



(NITIN R. JOSHI)
Practicing Company Secretary
('Peer Reviewed Firm')
FCS 3137 CP 1884
UDIN F003137D000151230

Place : Mumbai

Dated : 18th April, 2022

For The Mandhana Retail Ventures Limited

A handwritten signature in black ink, likely of Manish B. Mandhana.

Manish B. Mandhana
Chief Executive Officer