



MRVL

MANDHANA RETAIL VENTURES LTD.

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

CIN L52390MH2011PLC213349

21st September, 2017

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 023

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: Voting results of the 6th Annual General Meeting ('AGM') of the Company, pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')

Ref: BSE Scrip Code - 540210 & NSE Symbol - TMRVL

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 and in compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided remote electronic voting facility (e-voting) to the members entitled to cast their vote at the Annual General Meeting (AGM/ Meeting). The e-voting process was carried out by the Company between Saturday, 16th September, 2017 (from 9:00 a.m.) and Tuesday, 19th September, 2017 (5:00 p.m.), with a cut-off date for determining the entitlement of shareholders to cast their vote, being Wednesday, 13th September, 2017. The Company had also provided the option of voting through physical ballots at the AGM held on 20th September, 2017.

Mr. Nitin R. Joshi, Practising Company Secretary, was appointed as Scrutinizer for the entire voting process. The Chairman also appointed Mr. Kishore Pingulkar, a Member of the Company as additional scrutinizer for scrutinizing the votes cast at the Meeting. Both the scrutinizers' have submitted their consolidated report on the entire voting of the AGM.

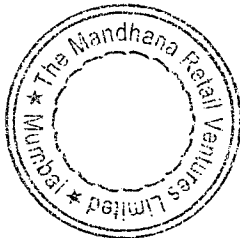
The consolidated voting results in terms of Regulation 44 of SEBI (LODR) Regulations, 2015 and the report of scrutinizers' dated 21st September, 2017 are enclosed herewith.

Based on the consolidated report of the scrutinizers', all the resolutions as set out in the notice of the 6th Annual General Meeting of the Company have been duly approved by the Members with requisite majority.

Kindly take the above on your records and oblige.

Yours faithfully,
for **THE MANDHANA RETAIL VENTURES LIMITED**

MANISH MANDHANA
(Chief Executive Officer)



Encl: As above

THE

MANDHANA RETAIL VENTURES LIMITED

Corporate Office: 006-008, Peninsula Centre, Dr. S.S Rao Road, Parel, Mumbai 400012.

Tel: 91-22-43539191 Fax: 91-22-43539216/17/18 Email: info@mandhanaretail.com Website: www.mandhanaretail.com

(Formerly Mandhana Retail Ventures Limited)

VOTING RESULTS OF THE 6TH AGM
(Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015)

Date of AGM/EGM:	20 th September, 2017
Total number of Shareholders on record date (cut-off date for reckoning the voting rights of the shareholders) i.e. close of the business hours on Wednesday, 13 th September, 2017:	8153
No. of shareholders present in the Meeting either in person or through proxy:	50
Promoters and Promoter Group:	20
Public:	30
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	N.A.
Public:	N.A.

Details of the Agenda:

Resolution No. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017.

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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	94,01,543	93,93,352	99.91	93,93,352	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		93,93,352	99.91	93,93,352	0	100.00	0.00
Public Institutions	E-Voting	10,96,918	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	1,15,84,148	180,241	1.56	1,80,161	80	99.96	0.04
	Poll		87,027	0.75	87,027	0	100.00	0.00
	Postal Ballot		0	0.00	0.00	0	0.00	0.00
	Total		2,67,268	2.31	2,67,188	80	99.97	0.03
Total		2,20,82,609	96,60,620	43.75	96,60,540	80	100.00	0.00



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MANDHANA RETAIL VENTURES LTD.

Continuation Sheet...

Resolution No. 2: Re-appointment of Mr. Sachin Jaju, (DIN: 01852535) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offered himself for re-appointment.

Resolution required: Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?: Yes

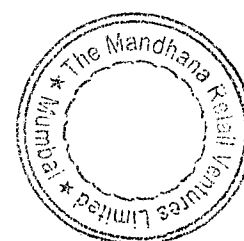
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	94,01,543	93,93,352	99.91	93,93,352	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		93,93,352	99.91	93,93,352	0	100.00	0.00
Public Institutions	E-Voting	10,96,918	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	1,15,84,148	1,80,241	1.56	1,79,651	590	99.67	0.33
	Poll		361	0.00	361	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0
	Total		1,80,602	1.56	1,80,012	590	99.67	0.33
Total		2,20,82,609	95,73,954	43.36	95,73,364	590	99.99	0.01

Resolution No. 3: Appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

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	94,01,543	93,93,352	99.91	93,93,352	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		93,93,352	99.91	93,93,352	0	100.00	0.00
Public Institutions	E-Voting	10,96,918	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	1,15,84,148	1,80,241	1.56	1,80,151	90	99.95	0.05
	Poll		87,027	0.75	87,027	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,67,268	2.31	2,67,178	90	99.97	0.03
Total		2,20,82,609	96,60,620	43.75	96,60,530	90	100.00	0.00



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Continuation Sheet...

Resolution No. 4: Appointment of Mr. Pradip Dubhashi (DIN: 01445030) as an Independent Director of the Company.**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	94,01,543	93,93,352	99.91	93,93,352	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		93,93,352	99.91	93,93,352	0	100.00	0.00
Public Institutions	E-Voting	10,96,918	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	1,15,84,148	1,80,241	1.56	1,80,161	80	99.96	0.04
	Poll		87,027	0.75	87,027	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,67,268	2.31	2,67,188	80	99.97	0.03
Total		2,20,82,609	96,60,620	43.75	96,60,540	80	100.00	0.00

Resolution No. 5: Appointment of Mr. Ramnath Pradeep (DIN: 02608230) as an Independent Director of the Company.**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	94,01,543	93,93,352	99.91	93,93,352	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		93,93,352	99.91	93,93,352	0	100.00	0.00
Public Institutions	E-Voting	10,96,918	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	1,15,84,148	1,80,241	1.56	1,80,161	80	99.96	0.04
	Poll		87,027	0.75	87,027	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,67,268	2.31	2,67,188	80	99.97	0.03
Total		2,20,82,609	96,60,620	43.75	96,60,540	80	100.00	0.00



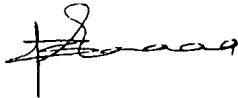
Resolution No. 6: Appointment of Mr. Kiran Vaidya (DIN: 02548532) as an Independent Director of the Company.

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	94,01,543	93,93,352	99.91	93,93,352	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		93,93,352	99.91	93,93,352	0	100.00	0.00
Public Institutions	E-Voting	10,96,918	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	1,15,84,148	1,80,241	1.56	1,80,161	80	99.96	0.04
	Poll		87,027	0.75	87,027	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,67,268	2.31	2,67,188	80	99.97	0.03
Total		2,20,82,609	96,60,620	43.75	96,60,540	80	100.00	0.00

For THE MANDHANA RETAIL VENTURES LIMITED


MANISH MANDHANA
(Chief Executive Officer)

Date: 21st September, 2017
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 & Goregaon Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of the Sixth Annual General Meeting (AGM) of the Equity Shareholders of The Mandhana Retail Ventures Limited held on Wednesday, 20th day of September 2017 at 12.00 Noon at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, District Palghar-401 506.

Dear Sir,

I, Nitin R. Joshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of The Mandhana Retail Ventures Limited ("the Company") for the purpose of scrutinizing the e-voting process (remote e-voting) and ascertaining the requisite majority of the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the Sixth Annual General Meeting of the Members of the Company.

I, Kishore Pingulkar, a Shareholder of the Company, have been appointed as an additional scrutinizer for the purpose of scrutinizing the Ballot papers undertaken at the venue of the aforesaid Annual General Meeting.

Together we present our Report.

The Chairman of the Annual General Meeting (the Meeting) had provided an additional opportunity of voting to those members present at the Meeting who have not cast their vote earlier through e-voting (remote e-voting) to vote on the resolutions contained in the notice of the Sixth Annual General Meeting of the Members of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder, relating to e-voting (remote e-voting) and physical voting at the AGM on the resolutions contained in the Notice of the AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting (remote e-voting) process and voting through physical ballot forms (received at the Annual General Meeting) is restricted to make a Scrutinizers' report of the votes cast "in favour" or "against" the resolutions stated in the notice of AGM, 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 to the Members and physical ballot forms received at the AGM.

(...1...)



Further to above, we submit our report as under:

1. The Company had provided the e-voting facility through CDSL's website www.evotingindia.com. The Company had uploaded the AGM Notice containing all the items of businesses to be transacted on the website of the Company and also on CDSL website for perusal by members.
2. The Notice of the AGM sent to the Members along with the Annual Report 2016-17 of the Company (electronically through email and physically through speed post) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
3. As prescribed in the said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of AGM Notice in Financial Express (English) on 23rd August, 2017 and in Mahasagar (Marathi) on 24th August, 2017.
4. Voting rights of Members have been reckoned in proportion to their shareholding in the paid up equity share capital of the Company as on the close of the business hours on 13th September, 2017.
5. The remote E-voting commenced from 16th September, 2017 (09:00 a.m.) and concluded on 19th September, 2017 (05:00 p.m.).
6. At the AGM, the Chairman, after the discussions on all matters included in the said notice were over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through the ballot paper.
7. Thereafter, on completion of the voting through ballot paper and counting of the votes cast at the meeting, the e-voting summary of the votes cast on the agenda items contained in the AGM Notice was generated from the electronic voting system provided by CDSL.
8. The votes cast were unblocked in the presence of two witnesses, who are not in the employment of the Company.

(...2...)



As requested by the Management, we submit herewith our consolidated report on the results of e-voting together with that of physical ballot forms received at the AGM, given as under:

Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
				No. of members voting	No. of votes	% of total number of valid votes cast (favour and Against)	No. of members voting	No. of votes	% of total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2017.	Ordinary	e-voting	36	9573513	--	01	80	--	--	--
			Physical Ballot Form	09	87027	--	--	--	--	--	--
			Total	45	9660540	100	01	80	--	--	--
2	Re-appointment of Mr. Sachin Jaju, (DIN: 01852535) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offered himself for re-appointment.	Ordinary	e-voting	34	9573003	--	03	590	--	--	--
			Physical Ballot Form	06	361	--	--	--	--	03	86666
			Total	40	9573364	99.99	03	590	0.01	03	86666
3	Appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.	Ordinary	e-voting	35	9573503	--	02	90	--	--	--
			Physical Ballot Form	09	87027	--	--	--	--	--	--
			Total	44	9660530	100	02	90	--	--	--
4	Appointment of Mr. Pradip Dubhashi (DIN: 01445030) as an Independent Director of the Company.	Ordinary	e-voting	36	9573513	--	01	80	--	--	--
			Physical Ballot Form	09	87027	--	--	--	--	--	--
			Total	45	9660540	100	01	80	--	--	--
5	Appointment of Mr. Ramnath Pradeep (DIN: 02608230) as an Independent Director of the Company.	Ordinary	e-voting	36	9573513	--	01	80	--	--	--
			Physical Ballot Form	09	87027	--	--	--	--	--	--
			Total	45	9660540	100	01	80	--	--	--
6	Appointment of Mr. Kiran Vaidya (DIN: 02548532) as an Independent Director of the Company.	Ordinary	e-voting	36	9573513	--	01	80	--	--	--
			Physical Ballot Form	09	87027	--	--	--	--	--	--
			Total	45	9660540	100	01	80	--	--	--

ALL Resolutions stand passed under e-voting and physical ballot forms received as stated above, with the requisite majority.

(...3...)



The relevant records relating to physical ballot forms received at the Annual General Meeting shall remain in the custody of Mr. Nitin Joshi until the Chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter, he shall return the related papers to the Company.

Thanking you,

Yours faithfully,



(NITIN R. JOSHI)
Practising Company Secretary
FCS 3137 CP 1884

(KISHORE PINGULKAR)
Shareholder and Additional Scrutiniser
for Poll at the AGM

Countersigned by

Priyavrat Mandhana
Executive Director



Place: Mumbai

Date : 21st September, 2017