

FORM NO. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
3rd Annual General Meeting of the Equity Shareholders of PDS Multinational Fashions Limited held on Friday, 26th September, 2014 at 12.30 P.M. at Sri Sathya Sai International Centre, Pragati Vihar (Near Pragati Vihar Hostel), Lodhi Road, New Delhi-110003.

Dear Sir,

I, CS Deepak Somaiya, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mention resolution(s), at the 3rd Annual General Meeting of the Equity Shareholders of the PDS Multinational Fashions Limited held on Friday, 26th September, 2014 at 12.30 P.M. at Sri Sathya Sai International Centre, Pragati Vihar (Near Pragati Vihar Hostel), Lodhi Road, New Delhi-110003, submit my report as under:

1. After the time fixed for the closing of the poll by the Chairman, two (2) – ballot boxes kept for polling were locked in my presence with due identification by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the record maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(A) As an Ordinary Resolution - Item No.1. Passed with the requisite majority

Adoption of Annual Accounts for the Financial Year ended 31st March, 2014 and Reports of Directors and Auditors thereon.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	



(B) As an Ordinary Resolution - Item No.2. Passed with the requisite majority

Appointment of Mr. Deepak Seth as Director (DIN: 00003021), who retires by rotation and offer himself for re-appointment.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	

(C) As an Ordinary Resolution - Item No.3. Passed with the requisite majority

Appointment of M/s. S.R. Dinodia & Co. LLP, Chartered Accountants, Regn.001478N/N500005, as Statutory Auditor for a period of five years

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	

(D) As an Ordinary Resolution - Item No.4. Passed with the requisite majority

Appointment of Mr. Ashok Kumar Chhabra (DIN: 06869497) as an Independent Director for a period five consecutive years for a term up to March 31st, 2019.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	



(E) As an Ordinary Resolution - Item No.5. Passed with the requisite majority

Appointment of Mr. Ashok Kumar Sanghi (DIN: 00011207) as an Independent Director for a period five consecutive years for a term up to March 31, 2019

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	

(F) As an Ordinary Resolution - Item No.6. Passed with the requisite majority

Appointment of Dr. Ashutosh Prabhudas Bhupatkar (DIN: 01854934) as an Independent Director for a period five consecutive years for a term up to March 31, 2019

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	

(G) As a Special Resolution - Item No.7. Passed with the requisite majority

Special Resolution to Approve appointment of Mrs. Payel Seth, as Managing Director, with effect from 1st June, 2014.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	



(H) As a Special Resolution - Item No.8. Passed with the requisite majority

Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 500 Crores

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	

(I) As a Special Resolution - Item No.9. Passed with the requisite majority

Special resolution under section 188 of the companies Act, 2013 for entering into contract or arrangement with related parties namely Multinational Textile Group Limited and Norwest Industries Limited.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	42	50645	100.00%
(ii)Voted against the resolution	0	0	0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	10	40	



5. A Compact Disk (CD) containing a list of equity shareholders who voted "FOR", and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,
For Deepak Somaiya & Co.
Company Secretaries


CS Deepak Somaiya
Proprietor
CP No. 5772
M.No. 5845



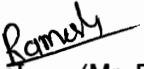
Date : 26/09/2014


Place: New Delhi

Witness 1.


Signature (Mr. Tushar Somaiya)
E144, Bhai Bhai Road, Qutab Vihar Phase-I,
Dwarka Sector -19, New Delhi-110071

Witness 2.


Signature (Mr. Ramesh)
E144, Bhai Bhai Road, Qutab Vihar Phase-I,
Dwarka Sector -19, New Delhi-110071


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Signed by Mr. Deepak Seth
Chairman of the meeting