

Scrutinizer's Report on E-voting carried out for M/s. PDS Multinational Fashions Limited

To,
The Chairman,
PDS Multinational Fashions Limited
(CIN: U18101DL2011PLC217162)

3rd Annual General Meeting of the Equity Shareholders of PDS Multinational Fashions Limited to be held on 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

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I have been appointed as a Scrutinizer for the e-voting process by the Board of Directors of M/s PDS Multinational Fashions Limited (hereinafter referred to as the "Company") in its meeting held on 5th June, 2014 under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rule and related circular issued by SEBI in this regard.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service provider, for extending the facility of electronic voting to the shareholders of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special business) sought to be transacted in the 3rd Annual General Meeting (AGM) of the Company, which is scheduled to be held on Friday, September 26, 2014. The Service Provider accordingly had set up e-voting facility on their website, <https://evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Thursday, August 14, 2014. As prescribed in the aforesaid Rules, the e-voting facility was kept open for three days from **Saturday, September 20, 2014 at 9.00 A.M. to Monday, September 22, 2014 at 6.00 P.M.**

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Business Standard newspaper dated September 03, 2014 and in Hindi in Naya India newspaper dated September 03, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3 (v) (a) to (g) of the said Rule 20.

At the end of the voting period on September 22, 2014 at 6.00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 23, 2014, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Ramesh and Mr. Tushar Somaiya who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 14 shareholders holding 18344557 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.



The results of the E-voting are 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 the 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	14	18344557	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	0	0	

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

Appointment of Mr. Deepak Seth, as Director (DIN: 00003021) who retire by rotation and offers 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	13	18344533	99.9999
(ii)Voted against the resolution	1	24	0.0001
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	0	0	



(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. No.001478N/N500005, as Statutory Auditors 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	14	18344557	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	0	0	

(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 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	13	18344533	99.9999
(ii)Voted against the resolution	1	24	0.0001
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	0	0	



(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	14	18344557	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	0	0	

(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	14	18344557	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	0	0	



(G) As a Special Resolution - Item No.7. Passed with the requisite majority**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	14	18344557	100.00
(ii)Voted against the resolution	0	0	0.00
Total number of members (in person or by proxy) whose votes were declare invalid			
(iii)Invalid votes	0	0	

(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	14	18344557	100.00
(ii)Voted against the resolution	0	0	0.00
Total number of members (in person or by proxy) whose votes were declare invalid			
(iii)Invalid votes	0	0	



(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	14	18344557	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	0	0	

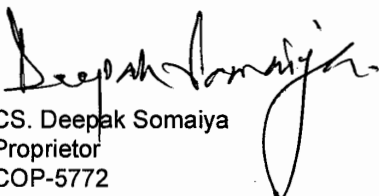
All the Resolutions stands passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers from the Service Provider both electronically and manually, in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully

For Deepak Somaiya & Co.
Company Secretaries


CS. Deepak Somaiya
Proprietor
COP-5772
FCS-5845
Place: New Delhi

Date: September 24, 2014

