

Dilip Bharadiya
B.Com., A.C.A., A.C.S.
Proprietor

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

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COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR PANTALOONS FASHION & RETAIL LIMITED

To,
Mr. Pranab Barua
Chairman of the 7th Annual General Meeting
Pantaloon Fashion & Retail Limited,
701-704, 7th Floor, Skyline Icon Business Park,
86-92 Off, A. K. Road,
Marol Village, Andheri East,
Mumbai 400059

Sub: Passing of Resolution through electronic voting and Poll conducted at the 7th Annual General Meeting ("AGM") of the company held at F.P.H.'s Garware Sabhagriha, F.P.H. Building, Lala Lajpatrai Marg, Haji Ali, Mumbai – 400 034 on Wednesday, the 27th August, 2014 at 3.00 pm.

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process and also for the Poll held at the 7th AGM of the Company held on the August 27, 2014.

The e-voting facility had commenced on August 21, 2014 at 9.00 a.m. and ended on August 23, 2014 at 6.00 p.m while the Poll was also conducted at the AGM on August 27, 2014.

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The e-voting results were unblocked by me on August 24, 2014 in the presence of two witnesses. For further details, kindly refer my Scrutinizer report dated August 28, 2014, annexed herewith.

Pursuant to the clarification issued by the Ministry of Corporate Affairs, Government of India vide para (v) of Annexure to the General Circular No. 20/2014 dated June 17, 2014 ("said General Circular"), the Company had decided to extend the facility of voting in physical form by means of a Ballot Form, to those shareholders who could not vote through e-voting facility. Hence, at the 7th AGM of the Company held on August 27, 2014, the Chairman of the Meeting had ordered for a Poll under Section 109 of the Companies Act, 2013 to facilitate the members present in the AGM who could not participate in the e-



voting to record their votes through the poll process. The Chairman of the Meeting had appointed me as the Scrutinizer for the same. For further details relating to poll, kindly refer to my Scrutinizers report in form MGT 13 dated August 28, 2014 annexed herewith.

Thanking You.

Yours Faithfully,

for **DILIP BHARADIYA & ASSOCIATES**



DILIP BHARADIYA
A.C.S.19085 C.P.6740



Place: Mumbai

Date: August 28, 2014

Annexure to Scrutinizer's Report

The result of the E-voting together with the Poll are as under:

Sr. No.	Reso. No./ Item No.	Agenda Item	Type of Resolution	Valid Votes						Invalid Votes	
				Voted in favour (Assent)			Voted against (Disssent)			No. of members	No. of votes casted
				No. of members Present and Voting	No. of votes casted	% of valid votes	No. of members Present and Voting	No. of votes casted	% of valid votes		
1	1	Adoption of Financial Statements for the year ended March 31, 2014	Ordinary	69	83780423	100.00%	0	0	0.00%	0	0
2	2	Appoint a Director in place of Mr. Sushil Agarwal who retires by rotation	Ordinary	65	83777943	100.00%	4	2480	0.00%	0	0
3	3	Appointment of M/s S.R.BC & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	69	83780423	100.00%	0	0	0.00%	0	0
4	4	Appointment of Mr. P. Murari as an Independent Director	Ordinary	65	83780038	100.00%	3	359	0.00%	0	0
5	5	Appointment of Mr. Bharat Patel as an Independent Director	Ordinary	67	83780094	100.00%	2	329	0.00%	0	0
6	6	Appointment of Mr. Pranab Barua as Managing Director	Special	64	83780036	100.00%	5	387	0.00%	0	0
7	7	Increase in Authorized Share Capital of the Company and consequent Special alteration of Memorandum of Association ("MOA") to such extent	Special	64	83778250	100.00%	6	2253	0.00%	0	0
8	8	Further Issue of Securities	Special	66	83778262	100.00%	3	2161	0.00%	0	0
9	9	Approval of Borrowing Limits of the Company	Special	67	83780377	100.00%	3	126	0.00%	0	0
10	10	Adoption of new Articles of Association of the Company containing Special regulations in conformity with the Companies Act, 2013	Special	68	83780413	100.00%	1	10	0.00%	0	0

