

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,

25th Annual General Meeting of the Equity Shareholders of Pearl Global Industries Limited held on Friday, September 26, 2014 at 10:30 AM, 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 for the purpose of the poll taken on the below mention resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of the Pearl Global Industries Limited (hereinafter referred to as the "Company"), held on Friday, September 26, 2014 at 10:30 AM, 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, one (1) ballot box kept for polling was locked in my presence with due identification by me.
2. The locked ballot box was 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 Financial Statements for the 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	



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

To declare dividend (of Rs. 2/- per equity share) on equity shares for the year ended 31st March, 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

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

Appointment of Mrs. Shefali Seth as Director, who retire by rotation and offers herself 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

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

Appointment of Mr. Vinod Vaish as Director, 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	



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

Appointment of M/s S.R. Dinodia & Co. LLP, Chartered Accountants, Regn No.001478N/N500005, New Delhi as Auditors for a period of three years (subject to ratification of their appointment at every Annual General Meeting).

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

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

Appointment of Mr. Chitranjan Dua as an Independent Director of the Company.

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(G) As an Ordinary Resolution - Item No.7. Passed with the requisite majority

Appointment of Mr. Samar Ballav Mohapatra as an Independent Director of the Company

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	



(H) As an Ordinary Resolution - Item No.8. Passed with the requisite majority

Appointment of Mr. Rajendra Kumar Aneja as an Independent Director of the Company.

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(I) As an Ordinary Resolution - Item No.9. Passed with the requisite majority

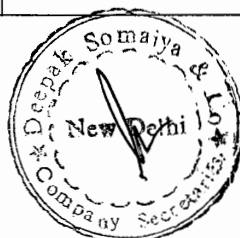
Appointment of Mr. Anil Nayar as an Independent Director of the Company.

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(J) As a Special Resolution - Item No.10. Passed with the requisite majority

Revision of remuneration to Mr. Pulkit Seth, Managing Director of the Company.

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	



(K) As a Special Resolution - Item No.11. Passed with the requisite majority

Revision of remuneration to Mrs. Shefali Seth, Whole-Time Director of the Company.

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(L) As a Special Resolution - Item No.12. Passed with the requisite majority

Authorisation 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(M) As an Ordinary Resolution - Item No.13. Passed with the requisite majority

Approval and Ratification of appointment and payment of remuneration of DA & Associates, Cost Auditors of the Company for the Financial Year ending 31st March, 2015.

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	



(N) As a Special Resolution - Item No.14. Passed with the requisite majority

Consent under Section 188 of the companies Act, 2013 for entering into contract or arrangement with related parties namely Nor Delhi Manufacturing Limited, PG Group Limited, Norwest Industries Limited, Poeticgem Limited, Nor Lanka Manufacturing Limited, Zamira Fashion Limited and Gem Australia Manufacturing Company 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(O) As a Special Resolution - Item No.15. Passed with the requisite majority

Consent under Section 188 of the companies Act, 2013 for entering into contract or arrangement with related parties namely Simple Approach 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(P) As a Special Resolution - Item No.16. Passed with the requisite majority

Consent under Section 188 of the companies Act, 2013 for entering into contract or arrangement with related parties namely Norp Knit Industries Limited, PT Pinnacle Apparels and Lerros Moden GmbH.

	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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	



(Q) As a Special Resolution - Item No.17. Passed with the requisite majority

Consent under Section 188 of the companies Act, 2013 for entering into contract or arrangement with related parties namely Pearl Global (HK) Limited and Pearl Global Fareast 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(R) As a Special Resolution - Item No.18. Passed with the requisite majority

Consent under Section 188 of the companies Act, 2013 for entering into contract or arrangement with related parties namely Lerros Fashions India 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	25	433755	100.00
(ii)Voted against the resolution	0	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	
	12	147	

(S) As a Special Resolution - Item No.19. Passed with the requisite majority

Consent under Section 188 of the companies Act, 2013 for entering into contract or arrangement with related parties namely Pixel Industries Limited.

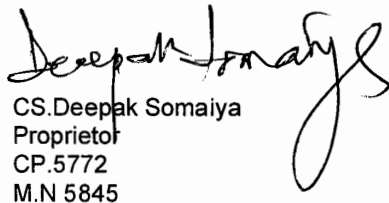
	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	25	433755	100.00
(ii)Voted against the resolution	0	0	0.0
(iii)Invalid votes			
	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	12	147	



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.5772
M.N 5845



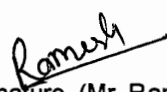
Date : 26/09/2014

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



Signed by Mr. Deepak Seth
Chairman of the meeting