

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,

24th Annual General Meeting of the Equity Shareholders of M/s SPL INDUSTRIES LIMITED held on Saturday, the 26th day of September, 2015 at 9.00 AM at **INDIA CORPORATE CENTRE, J-2/B-1, MOHAN COOPERATIVE, MATHURA ROAD, NEW DELHI-110044**

Dear Sir,

I, CS Deepak Somaiya, appointed as Scrutinizer for the purpose of the poll taken on the below mention resolution(s), at the 24th Annual General Meeting of the Equity Shareholders of the SPL INDUSTRIES LIMITED (hereinafter referred to as the "Company"), held on September 26, 2015 at **INDIA CORPORATE CENTRE, J-2/B-1, MOHAN COOPERATIVE, MATHURA ROAD, NEW DELHI-110044** 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

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015 together with the report of the 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	70	16212849	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

To appoint a Director in place of MR. VIJAY JINDAL, who retires by rotation and being eligible has offered 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	(ii)Voted against the resolution
70	16212849	100.00		
Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them		(iii)Invalid votes	
0	0	0		

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

To appoint a Director in place of MR. ARUN KUMAR, who retires by rotation and being eligible has offered 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	(ii)Voted against the resolution
70	16212849	100.00		
Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them		(iii)Invalid votes	
0	0	0		

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

To appoint Auditor and in this regard to consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution

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	(ii)Voted against the resolution
70	16212849	100.00		
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

5. 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 authorized by the Board for safe keeping.

Thanking you,

For Deepak Somaia & Co.
Company Secretaries

Deepak Somaia
CS. Deepak Somaia
Proprietor
CP. 5772
M.N. 5845



Date : 27/09/2015
Place: New Delhi

Witness 1.

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

Tushar

Witness 2.

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

Ramesh

Signed by
Chairman of the meeting

CONSOLIDATE SCRUTINIZER REPORT FOR E-VOTING & POLL FOR

M/s PDS Multinational Fashions Limited

To,
The Chairman,
24th Annual General Meeting of
SPL INDUSTRIES LIMITED
CIN : L74899DL1991PLC062744

Sub: Passing of Resolution through electronic AND poll conducted at the 24th AGM of SPL INDUSTRIES LIMITED held on 26th September, 2015.

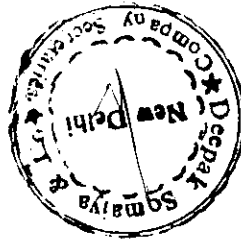
The Board of Directors of SPL INDUSTRIES LIMITED (hereinafter referred to as the "Company") had appointed me as Scrutinizer for the e-voting held between September 22, 2015 at 09.00 A.M. to September 24, 2015 at 6.30 P.M. and the Chairman of the 24th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the AGM of the Company.

The Company had appointed Kary Computershare Pvt. Ltd. as the service provider, for extending the facility of electronic voting to the shareholder of the Company. Kary Computershare Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. The e-voting results were unlocked by me on 26th September, 2015 in the presence of two witnesses.

At the 24th AGM of the Company held on 26th September, 2015, the Chairman of Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

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

Item no of Notice	Particulars of Business	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Item No.1 of the Notice (As an Ordinary Resolution)	E-voting	3344962	0	0.00
	Poll	16212849	0	0.00
	Total	19557811	0	0.00
Item No.2 of the Notice (As an Ordinary Resolution)	E-voting	3344962	0	0.00
	Poll	16212849	0	0.00
	Total	19557811	0	0.00
Item No.3 of the Notice (As an Ordinary Resolution)	E-voting	3344962	0	0.00
	Poll	16212849	0	0.00
	Total	19557811	0	0.00
Item No.4 of the Notice (As an Ordinary Resolution)	E-voting	3344962	0	0.00
	Poll	16212849	0	0.00
	Total	19557811	0	0.00
Total		19557811	0	0.00



Deepak Somaia & Co
Company Secretaries

F-7A Defence Enclave, Goyla Tajpur Road
Dwarka Sector - 19, New Delhi-110071

I hereby confirm that I am maintaining the Registers received from Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the SPL INDUSTRIES LIMITED. I shall be arranging to hand over these record to you or such other person as authorized by you.

Thanking you,

For Deepak Somaia & Co.
Company Secretaries

Deepak Somaia
CS, Deepak Somaia
Proprietor
CP. 5772
M.N 5845

Date: 27/09/2015

Place: New Delhi



Deepak Somaiya & Co

F-7A Defence Enclave, Goyla Tajpur Road
Dwarka Sector - 19, New Delhi-110071

Company Secretaries

Scrutinizer's Report on E-Voting

24th Annual General Meeting of the Equity Shareholders of M/s SPL INDUSTRIES LIMITED held on Saturday, the 26th day of September, 2015 at 9.00 AM at INDIA CORPORATE CENTRE, J-2/B-1, MOHAN COOPERATIVE, MATHURA ROAD, NEW DELHI-110044

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) Amendment Rules, 2015.

I have been appointed as a Scrutinizer for the e-voting process by the Board of Directors of M/s SPL INDUSTRIES LIMITED (hereinafter referred to as the "Company") under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. 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 Kary Computershare Pvt. Ltd. as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. Kary Computershare Pvt. Ltd. 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 24th Annual General Meeting (AGM) of the Company, which was held on September 26th, 2015. The Service Provider accordingly had set up e-voting facility on their website, <https://evoting.kary.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its 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) Amendment Rules, 2015.

The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Sept 16, 2015. As prescribed in the aforesaid Rules, the e-voting facility was kept open for three days from September 22, 2015 at 09.00 A.M. to September 24, 2015 at 6.30 P.M.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company has released public notice by way of an advertisement The notice published in the newspaper carried the required information as specified in Sub Rule 3 (v) (a) to (h) of the said Rule 20.

At the end of the voting period on September 24, 2015 at 6.30 P.M., the voting portal of the Service Provider was blocked forthwith. On September 26, 2015, 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.

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 3344962 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

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015 together with the report of the 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	(ii) Voted against the resolution		
			14	0	0	0.00
			3344962	100.00		
			0	0		
			Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them		
			0	0		
			(iii) Invalid votes			

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

To appoint a Director in place of MR. VIJAY JINDAL, who retires by rotation and being eligible has offered 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	(ii)Voted against the resolution
	14	3344962	100		
	0	0	0		
Total number of members (in person or by proxy) whose votes were declare invalid		Total number of votes cast by them			
0		0			
(iii)Invalid votes					



Deputy Secretary to

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

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

To appoint a Director in place of MR. ARUN KUMAR, who retires by rotation and being eligible has offered himself for re appointment remuneration.

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

To appoint Auditor and in this regard to consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution

Number of members Present and voting (in person or by proxy)	14	3344962	100
	Number of Votes cast by them		
(i) Voted in favour of the resolution	0	0	0
	(ii) Voted against the resolution		
Total number of members (in person or by proxy) whose votes were declare invalid			
Total number of members (in person or by proxy) whose votes were declare invalid		0	0
(iii) Invalid votes		Total number of votes cast by them	



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Dwarka Sector -19, New Delhi-110071

Deepak Somaiya & Co

Company Secretaries

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

Deepak Somaiya
CS. Deepak Somaiya
Proprietor
COP-5772
FCS-5845

Place: New Delhi

Date: September 27, 2015

