



PDS MULTINATIONAL FASHIONS LIMITED

Registered Office: A-3, Community Centre, Naraina Industrial Area, Phase-II, New Delhi-110028
Corp. Office: No. 2339, II Floor, Krishna Complex, 17th Cross, HSR Layout, Sector-I, Bangalore-560102 Tel: 080-67653030,
Website: www.pdsmultinational.com; e-mail: investors@pdsmultinational.com
CIN: L18101DL2011PLC217162

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Members,

Notice is hereby given, to the members of PDS Multinational Fashions Limited for passing the following Resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in force), and Clause 35B of the Equity Listing Agreement for consent of the shareholders of the Company.

SPECIAL RESOLUTION:

Item No.1

Providing Security on creation of Charge, Mortgage, etc. u/s 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED that in supersession of the previous resolution passed under Section 293(1)(a) of the Companies Act, 1956 at Annual General Meeting held on 27th September, 2013 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgage, charges and hypothecations as may be necessary or desirable on such of the assets/undertaking of the Company, both present and future, in such manner as the Board of Directors may direct, to or in favour of Financial institution, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such act, deeds and things, to execute all such documents, instruments and writings as may be required."

Item No.2

Providing Loan, Investment and guarantee by the Company u/s 186 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that in supersession of the resolution passed under Section 372A of the Companies Act, 1956 at Annual General Meeting held on 27th September, 2013 and pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments in the securities of other bodies corporate including subsidiary/group companies as it may in its absolute discretion deem beneficial and in the interest of the Company; to grant loans to any body corporate including subsidiary/group companies on such terms and conditions as to repayment thereof and interest thereon; and to give guarantees or provide securities in connection with loans made by any bank/ financial institutions / other entities to any body corporate including subsidiary/group companies on such terms and conditions as the Board may think fit, provided the aggregate of the investments and loans made and the amounts for which guarantee or security provided to or in all bodies corporate including subsidiary/group companies and outstanding at any time does not exceed ₹1500 Crores (Rupees One Thousand Five Hundred Crores only) or equivalent amount in any other foreign currency"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary inter-alia for execution of deeds/ documents and for prescribing the limits for investment, loan, guarantee and security to be made or provided."

By order of the Board of Directors
For **PDS Multinational Fashions Limited**

Place: Gurgaon
Date: August 14, 2015

(Chandra Kishore Jha)
Company Secretary

NOTES:

- Your kind attention is invited to the proposal of your Company to move Special Resolutions for the items of businesses specified in the Notice above.
- In accordance with Companies (Management and Administration) Rules, 2014 read with Section 110 of the Companies Act, 2013 the Special Resolutions as aforesaid are proposed to be passed through Postal Ballot process.
- You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope.
- As per the said Rules 10th **October, 2015** is the last date for receiving the postal ballot forms.
- Postal Ballot forms received after 10th **October, 2015** will be rejected.
- The "Postage" prepaid envelope is enclosed, please use the same after you mark your votes in favour of or against the Special Resolution as described in the notice above. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Postal Ballot Form in the self-addressed envelope so as to reach the Scrutinizer on or before 10th **October, 2015**.
- Votes will be considered invalid on the following grounds:
 - if the Member's signature does not tally;
 - if the Member has marked both in favour and against;
 - if the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature couldn't be checked or on one or more of the above grounds;
 - on such grounds which in the opinion of the Scrutinizer makes the vote invalid.
- Mr. Deepak Somaiya, Company Secretary (FCS 5845) in Practice, New Delhi has been appointed as the Scrutinizer for the Postal Ballot in accordance with the said Rules. He will submit his report to the Chairman of the Company on or before 17th **October, 2015**.
- Mrs. Payel Seth, Managing Director and Mr. Chandra Kishor Jha, Company Secretary of the Company are authorized to ensure smooth conduct of the Postal Ballot Process. Members requiring any clarifications may contact any one of them.
- Mr. Deepak Seth, Chairman or in his absence, any Director will announce the result of the Postal Ballot after completion of the entire process at the registered office of the Company on or before 17th **October, 2015**. The results will also be uploaded on the Company's website www.pdsmultinational.com
- An explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts is attached herewith. All documents referred to in here and the Explanatory Statement is open for inspection at the registered office of the Company during the office hours on all working days except Saturdays and Sundays between 11.00 a.m. and 1.00 p.m.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.1

Providing Security on creation of Charge, Mortgage, etc. u/s 180(1)(a) of the Companies Act, 2013.

The members may kindly be informed that, at Annual General Meeting held on 27th September, 2013, the shareholders had authorized the Board of Directors to provide security on borrowings by suitable mortgage/charge on all or any of the moveable and / or immovable properties, regarded as disposal of the Company's undertakings under Section 293(1)(a) of the Companies Act, 1956.

However, after enforcement of new Companies Act, 2013, need to pass a Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 for compliant of the provisions of this Section. Section 293(1)(a) of the Companies Act, 1956 required consent of the shareholders as an Ordinary Resolution for creation of security; however, the provisions of the Companies Act, 2013 stipulate consent of members by way of a Special Resolution.

The Board of Directors of your Company has approved this item in the Board Meeting held on 14th August, 2015 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

Item No.2

Providing Loan, Investment and guarantee by the Company u/s 186 of the Companies Act, 2013.

The members may kindly be informed that, at Annual General Meeting held on 27th September, 2013, the shareholders had authorized the Board of Directors to make investment in the equity shares and to provide loan/guarantees to its subsidiaries and other bodies corporate upto a limit of Rs. 1500 crore, under Section 372A of the Companies Act, 1956.

During the course of business the Company has to make loan, issue guarantee or make investment in its subsidiaries, group companies and / or other bodies corporate. Hence this enabling resolution.

Further, after enforcement of new Companies Act, 2013 need to pass a Special Resolution under Section 186 of the Companies Act, 2013 for compliant of the provisions of this Section.

Section 186 of the Companies Act, 2013, requires approval of the shareholders by way of a Special Resolution for making investment and loans, giving guarantee or providing security in or to bodies corporate beyond the limits specified in the said section.

The Board of Directors of your Company has approved this item in the Board Meeting held on 14th August, 2015 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors
For PDS Multinational Fashions Limited

(Chandra Kishore Jha)
Company Secretary

Place : Gurgaon
Date : August 14, 2015



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POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

Sl. No.:

1	Name(s) of Shareholder(s) (including joint holders, if any)	
2	Registered address of the sole/first named shareholder	
3	Registered folio No./DP ID No./Client ID No.*(* Applicable to investors holding shares in dematerialized form)	
4	Number of shares held	

5. I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the businesses stated in the Postal Ballot Notice of the Company by giving my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Sl. No.	Description	No. of shares	I/We assent to the resolution(FOR)	I/We dissent to the resolution(AGAINST)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for providing security on creation of Charge, Mortgage, etc.			
2.	Special Resolution under Section 186 of the Companies Act, 2013 for providing Loan, investment and guarantee by the Company upto a limit of ₹ 1500 Crore.			

Place:

Date:

(Signature of the Shareholder/Beneficial Owner)

Notes:

1. Please read carefully the instructions given overleaf.
2. Last date for receipt of the Postal Ballot Form by the Scrutinizer is 10th October, 2015.



Electronic Voting Particulars for Postal Ballot Items

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if send by courier at the expenses of the registered member will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizor appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his absence, by the next named member.
4. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final. It may please be noted that no writing or endorsement other than expressing the will of the member by appropriate markings as indicated in the Notice should be made on the Postal Ballot Form. Forms with extra writing or endorsement will be summarily rejected.
5. Duly completed Postal Ballot Form should reach the company not later than the close of working hours on **10th October, 2015**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members on the date of dispatch of the notice. A member need not use all his votes nor does he need to cast all his votes in the same way.
7. The consent or dissent may be recorded by placing tick marks in the column against appropriate statements in the table given in Sl. No. 5 of the Postal Ballot Form.
8. In case shares held by Companies, Societies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. Postal Ballot cannot be exercised by a Proxy.
11. Members are requested to fill the Postal Ballot Form in **indelible ink** (and avoid filing it by using erasable writing medium like pencil)
12. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in the instruction no. 5 above.
13. The Special resolutions shall be deemed to have been passed on the date of declaration of the result of Postal Ballot.
14. The Company also offers e-voting facility. Member(s) can opt only one mode for voting i.e. either by Physical Ballot as mentioned herein above or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
15. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins from 10:00 A.M. on 10th September, 2015 till 5:00 P.M. on 10th October, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizor to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 10th September, 2015 (10:00 AM) and ends on 10th October, 2015 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date 14th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.