

PDS Multinational Fashions Limited

CIN: L18101KA2011PLC094125

Regd. Office: No. 758 & 759, 2nd Floor, 19th Main, Sector -2, HSR Layout, Bengaluru – 560 102, Karnataka, INDIA
Tel: +91 80 67653000; Email: investors@pdsinternational.com; Website: www.pdsinternational.com



NOTICE OF POSTAL BALLOT / ELECTRONIC VOTING (E-VOTING)

To the Members of the Company,

Notice is hereby given that the resolution(s) set out below are proposed to be passed by the members of PDS Multinational Fashions Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under. The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

SPECIAL BUSINESS:

Item No. 1: To alter the Objects Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the approval of the Members be and is hereby granted for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting Clause nos. 6 to 11 after the existing Clause no. 5 as follows:

6. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general, administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
7. To act, improve, manage, develop, exchange, lease or otherwise deal with all or any part of the properties and rights of the Company.
8. To carry on in India and abroad the E-Commerce business, either on its own or through franchisee arrangements, licensees, agents, stockists, resellers, distributors, contractors or otherwise, of procuring, storing, warehousing, dispatching, promoting, packaging, formulating, buying, selling, exchanging, altering, importing-exporting, assembling, repairing, marketing, advertising, distributing or otherwise dealing in whole or in part, on a wholesale or retail basis or otherwise, all kinds of services, goods and merchandise and generally to carry

on business as wholesale or retail merchants, importers and exporter, couriers, warehousing agents, including sourcing, procuring and placing contracts for all or any kinds of services, goods, materials and items whatsoever in nature.

9. To carry on the business as manufacturers, processors, traders, importers, exporters, buyers, sellers, marketers, showroom owners, general commission agents, dealers, distributors, brokers, wholesalers, retailers, exchangers, franchise traders, stockists, jobbers, processors, fabricators or otherwise deal in all kinds of consumer goods.
10. To carry on other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights for the time being.
11. To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on any business which the Company is authorised to carry on, possessed of property suitable for the purpose of this Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised to sign all such forms, returns and other documents and to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution with modifications, if any, as may be advised by concerned authorities."

By Order of the Board of Directors

Sd/-

Date : 14th February, 2018

B. Chandra Sekhara Reddy

Place : Gurugram

Company Secretary

NOTES AND INSTRUCTIONS:

- 1) A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is attached.
- 2) The notice of Postal Ballot/E-voting is being sent to the members, whose names appear in the register of members/beneficiary position maintained by the Depositories as on Friday, 16th February, 2018 ("Cut-off date"), in electronic

- form to the members who have registered their e-mail addresses with their Depository Participants (in case of electronic shareholding) or with Registrars and Transfer Agents of the Company (in case of physical shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by registered post along with a self addressed postage pre-paid Business Reply Envelope.
- 3) The Board of Directors (Board) has appointed Mr. R. Hariprasad Reddy, proprietor of M/s. RHR & Associates, Company Secretaries, Bengaluru (C.P.15936) as the scrutinizer for conducting the Postal Ballot/e-voting process in fair and transparent manner.
 - 4) The Scrutinizer will submit his report to the Chairman of the Company or to the person authorised by him after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced at 4:00 PM (IST) on Tuesday, 27th March, 2018, at the Registered Office of the Company and also by placing the same on the Company's website: www.pdsmultinational.com and on website of CDSL i.e. www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges.
 - 5) Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.pdsmultinational.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Sunday, 25th March, 2018.
 - 6) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of electronic shareholding) as on Friday, 16th February, 2018.**
 - 7) **During the voting period, members can login to CDSL's e-voting platform at web link www.evotingindia.com any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
 - 8) **Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by evoting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".**
 - 9) **The e-voting period commences on Saturday, 24th February, 2018 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Sunday, 25th March, 2018. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date i.e. Friday, 16th February, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.**
 - 10) The resolutions, if approved, shall be deemed to have been passed on the last date of voting i.e. Sunday, 25th March, 2018.
 - 11) Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except Saturday & Sunday from the date of despatch of this Postal Ballot Notice till Sunday, 25th March, 2018.
 - 12) In case of any query/grievance with respect to voting by means of Postal Ballot, shareholder may write to the Company Secretary at investors@pdsmultinational.com and/or Link Intime India Private Limited (Registrar and Share transfer Agent) at delhi@linkintime.co.in and for e-voting to CDSL at helpdesk.evoting@cdslindia.com.
 - 13) **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**
 - 14) **A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.**
 - 15) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
 - 16) **E-voting:**
Pursuant to the provisions of Section 108 & Section 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are given below:
 - I. The shareholders should log on to the e-voting website www.evotingindia.com.
 - II. Click on Shareholders/Members.
 - III. 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.
 - IV. Next enter the Image Verification as displayed and Click on Login.
 - V. 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.

VI. 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 Ballot Form 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. <i>or</i>
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 (iii).

VII. After entering these details appropriately, click on "SUBMIT" tab

VIII. 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.

IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

X. Click on the Electronic Voting Sequence Number (EVSN) for the relevant Company Name viz. "PDS MULTINATIONAL FASHIONS LTD." on which you choose to vote.

XI. 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.

XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XIII. 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.

XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

XVI. 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.

XVII. 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 scrutinizer to verify the same.

XVIII. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No.1

The Company, as per the provisions of Section 13 of the Companies Act, 2013 and the rules framed thereunder, shall not, except with the consent of Members by Special Resolution alter the Objects clause of its Memorandum of Association. New Clauses 6 to 11 need to be inserted after Clause 5 under the Main Objects of Memorandum of Association of the Company.

The Board has recommended to the Members of the Company:

- (i) To move the existing Other Objects Clause III-C(3) to Main Objects Clause III-A as clause no. 6 in the Memorandum of Association as set out in the resolution at Item No.1 of the Notice and the business under the said clause has been commenced after the approval of the members granted under Section 149(2A) of the Companies Act, 1956 (earlier Companies Act) on 19th September, 2012 and same was registered with Registrar of the Companies, NCT of Delhi and Haryana.
- (ii) To insert clause no. 7 in the Main Objects Clause of the Memorandum of Association as set out in the resolution for optimum utilisation of immovable properties of the Company to generate the revenues and strengthen the Company to increase shareholders' value.

- (iii) To insert clause nos. 8 to 11 in the Main Objects Clause of the Memorandum of Association as set out in the resolution to enable the Company to explore new opportunities in various fields of business, which has good future prospects and potential by leveraging and optimising the expertise of the management and increasing the shareholders' value. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company.

The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Karnataka, as per the provisions of the Act with such modifications as may be advised.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise in the said Special Resolution, except to the extent of their shareholding and directorship, set out at Item No. 1 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

By Order of the Board of Directors

Sd/-

**Date : 14th February, 2018
Place : Gurugram**

**B. Chandra Sekhara Reddy
Company Secretary**

PDS Multinational Fashions Limited

CIN: L18101KA2011PLC094125

Regd. Office: No. 758 & 759, 2nd Floor, 19th Main, Sector -2, HSR Layout, Bengaluru – 560 102, Karnataka, INDIA

Tel: +91 80 67653000; Email: investors@pdsinternational.com; Website: www.pdsinternational.com



POSTAL BALLOT FORM

Serial No.....

Name of the member (s) :
Including joint-holders, if any

Registered Address of the sole/
first named member :

Folio No/*Client ID No. & DP ID No. :
(*Applicable to Members holding
shares in dematerialized form)

Number of Shares held :

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through Postal Ballot for the business(es) stated in the Postal Ballot Notice dated 14th February, 2018 of the Company by recording my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolutions	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Alteration of Objects Clause of the Memorandum of Association			

Place :.....

Date :.....

(Signature of the Member)

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: www.evotingindia.com. Particulars for electronic voting are as under:

Electronic Voting Sequence No. (EVSN)	User ID	Sequence No.
180215006		

Note: Please read carefully the instructions printed overleaf before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting	From 09.00 a.m. (IST) on February 24, 2018
End of Voting	Up to 5.00 p.m. (IST) on March 25, 2018

The facility for voting through electronic means will be disabled for voting by Central Depository Services Limited (CDSL) upon expiry of the aforesaid voting period.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per “Instructions for process to be followed by members opting to vote through electronic means” in the Postal Ballot Notice sent herewith.
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/her absence, by the next-named member.
4. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
5. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member’s signature does not tally;
 - b. if the member has marked his/her/its vote both for ‘Assent’ and also for ‘Dissent’ to the ‘Resolution’ in such a manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for ‘Assent’ or ‘Dissent’, or if the signature could not be verified or one or more of the above grounds.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on **March 25, 2018**. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on 16th February, 2018 (cut-off date).
8. A member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company at No. 758 & 759, 2nd Floor, 19th Main, Sector-2 HSR Layout, Bengaluru, Karnataka-560102/ email id: investors@pdsmultinational.com. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point no. 6 above.
9. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to attach certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the ballot mentioned in point 1 above. In case of voting through electronic means, they may upload the same in the e-voting module in their login.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the attached self-addressed postage prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his/her/its votes nor does he/she/it need to cast his/her/its votes in the same way.
12. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.