

## ANNOUNCEMENT OF POSTAL BALLOT RESULT

### RESOLUTION NO.1

### ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Results of voting conducted through Postal Ballot including e-voting on the Special Resolution for approval of the Members to alter the Main Object Clause of the Memorandum of Association of the Company, as set out in the Notice of Postal Ballot dated 14<sup>th</sup> February, 2018 under section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendment thereto, are given below:

S. No.	Description	No. of Ballot Form/ E-voting	No. of Shares	% to Share Polled
1.	Total shares polled through E-voting	32	17449857	99.984
2.	Total shares polled through Postal Ballot Forms	47	2869	0.016
3.	<b>Total shares polled (1+2)</b>	<b>79</b>	<b>17452726</b>	<b>100.000</b>
4.	Invalid Shares/Ballot polled	0	0	0
5.	<b>Valid Shares Polled (3-4)</b>	<b>79</b>	<b>17452726</b>	<b>100.000</b>
6.	Votes in favour	74	17451798	99.995
7.	Votes against	5	928	0.005

The above is as per the Scrutinizer's Report dated 27<sup>th</sup> March, 2018, on the basis of this Report I, B. Chandra Sekhara Reddy, Company Secretary & Head-Legal of the Company, hereby declare, being authorized by Mr. Deepak Seth, Chairman of the Company to receive & announce the aforesaid result, that the aforesaid Special Resolution has been passed by the Members with the requisite majority and the report of Scrutinizer is annexed herewith.



  
(B. Chandra Sekhara Reddy)  
Company Secretary & Head Legal  
Membership No. A14609

Time: 04:00 P.M. (IST)  
Date: 27<sup>th</sup> March, 2018  
Place: Bengaluru



**SCRUTINIZER'S REPORT**

**(Pursuant to sections 108 and 110 of Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rule, 2014)**

To,

**The Chairman**

**PDS MULTINATIONAL FASHIONS LIMITED**

**No. 758 & 759, 2nd Floor, 19th Main**

**HSR Layout, Sector-II, Bangalore-560102**

**CIN: L18101KA2011PLC094125**

Dear Sir,

**Sub: Scrutinizer's report on e-voting and Postal Ballot conducted Pursuant to sections 108 and 110 of Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rule, 2014.**

I, R.Hariprasad Reddy, Proprietor of RHR & Associates, Practicing Company Secretaries, having our office at No. 7, 2nd Floor, 7th Cross, 22nd Main, Sector 1, HSR Lay Out, Bangalore-560102 India, have been appointed as Scrutinizer of PDS MULTINATIONAL FASHIONS LIMITED Pursuant to sections 108 and 110 of Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rule, 2014 for the purpose of Scrutinizing the e-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot carried out as per the provisions of Companies Act, 2013 on the below mentioned resolution, we submit our report as under:

1. The e-voting period remained open from Saturday, 24<sup>th</sup> February, 2018 (9:00 a.m. IST) and ends on Sunday, 25<sup>th</sup> March, 2018 (5:00 p.m. IST).
2. The shareholders holding shares as on the "cut-off" date i.e. 16<sup>th</sup> February 2018 were entitled to vote on the proposed resolution as set out in the notice of Postal Ballot dated 14<sup>th</sup> February, 2018 of PDS MULTINATIONAL FASHIONS LIMITED.

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3. The Company had appointed Central Depository Services Limited (CDSL) as a service provider, for extending the facility of electronic voting to the shareholder of the Company, Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
4. The votes were unblocked on 26th March, 2018 at 3:45 p.m. IST in the presence of two witnesses, Mr.Madhav Bhat (HSR Layout, Bangalore) and Mrs Madhurima, (HSR Layout, Bangalore) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature   
Name: Mr.Madhav Bhat

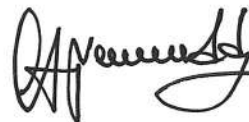
Signature   
Name: Mrs Madhurima.

5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services Limited (CDSL)
6. On scrutiny, we found that 32 shareholders have exercised their votes through e-voting and 47 shareholders have exercised their votes through Postal Ballot forms, as received. The results of the voting is as under:

**A) Resolution 1:- Consider and approve the alteration of Objects Clause of the Memorandum of Association**

**(i) Voted in favour of the resolution**

	Number of Members voted	Number of votes in favour of resolution	% of total number valid votes cast
E-voting	31	17449665	99.983
Postal Ballot	43	2133	0.012
Total	74	17451798	99.995





(ii) Voted in against the resolution

	Number of Members voted	Number of votes cast against the resolution	% of total number valid votes cast
E-voting	1	192	0.001
Postal Ballot	4	736	0.004
Total	5	928	0.005

(iii) Invalid votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

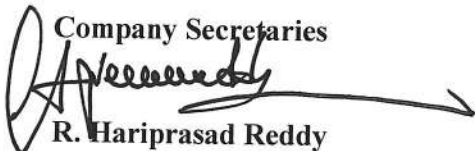
**Result:** As the number of votes casted in favour of the resolution i.e. 99.995% is more than 3 times the number of votes casted against i.e. 0.005%, I report that the Special Resolution under Section 110 of the Companies Act 2013 read with rule 22 of the Companies (Management and Administration) Rule, 2014, as set out in the notice of Postal Ballot dated February 14, 2018 has been passed by the shareholders with requisite majority.

7. The register, ballot papers and other relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

For RHR & ASSOCIATES

Company Secretaries

  
R. Hariprasad Reddy

Proprietor  
CP No: 15936, FCS: 8477



Place: Bangalore  
Date: 27/03/2018

  
27/3/18

