

PDS MULTINATIONAL FASHIONS LIMITED

(CIN: L18101DL2011PLC217162)

Registered Office: A-3, Community Centre, Naraina Industrial Area, Phase-II, New Delhi-110028
Corp. Office: No. 758 & 759, 2nd Floor, 19th Main, Sector-2, HSR Layout, Bengaluru – 560102 Karnataka,
Tel: 080-67653000, e-mail: investors@pdsmultinational.com; Website: www.pdsmultinational.com;

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given that the following proposed resolutions are being circulated for the approval of the Members of PDS Multinational Fashions Limited (the Company) to be accorded by Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014. The Consent of the Members is being sought for the Resolution(s) proposed as follows:

SPECIAL BUSINESS:

(1) Shifting of Registered Office of the Company from National Capital Territory of Delhi, to Bengaluru, State of Karnataka.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made thereunder including any amendment, modification, variation or re-enactment thereof and subject to the approval of the Central Government or any other authority prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the National Capital Territory of Delhi to the State of Karnataka.

FURTHER RESOLVED THAT Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the State of Karnataka.

FURTHER RESOLVED THAT upon aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from “A-3, Community Centre, Nariana Industrial Area, Phase-II, New Delhi-110028, National Capital Territory of Delhi” to “No. 758 & 759, 2nd Floor, 19th Main, Sector-2, HSR Layout, Bengaluru – 560102, Karnataka” or such other place in the State of Karnataka as may be determined by the Board of Directors of the Company from time to time;

FURTHER RESOLVED THAT the Board of Directors of the Company or any Committee of the Board or any Director or Key Managerial Person or person authorized by the Board, be and is hereby authorized severally to represent the Company, appoint counsels and advisors, file applications/petitions, issue notice and advertisements, execute all such documents, deeds, undertakings, obtain orders from concern statutory authorities and to take such steps and to do such acts and deeds as may deem necessary and proper to give effect to this Resolution.”

By Order of the Board
For **PDS Multinational Fashions Limited**

New Delhi
November 13, 2015

Chandra Kishor Jha
Company Secretary

NOTES:

1. 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.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 20, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) /the Company's Registrar and Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent.
3. In accordance with Companies (Management and Administration) Rules, 2014 read with Section 110 of the Companies Act, 2013 the Special Resolutions as aforesaid is proposed to be passed through Postal Ballot process.
4. Resolutions passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investors@pdsmultinational.com
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on November 20, 2015. The e-voting period commences on December 3, 2015 (IST 9.00A.M) and ends on January 2, 2016 (IST 5.00 P.M). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 20, 2015, may cast their vote electronically.
8. As per the said Rules 2nd January, 2016 is the last date for receiving the postal ballot forms
9. A Member cannot exercise his vote by proxy on postal ballot.
10. 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.
11. Postal Ballot forms received after 2nd January, 2016 will be rejected.
12. The "Postage" prepaid envelope is enclosed, please use the same after you mark your votes in favor 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 2nd January, 2016.
13. Votes will be considered invalid on the following grounds:
 - a) if the Member's signature does not tally;
 - b) if the Member has marked both in favour and against;
 - c) 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;
 - d) on such grounds which in the opinion of the Scrutinizer makes the vote invalid.
14. 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 duly authorised on or before 8th January, 2016.
15. 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.

16. 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 **8th January, 2016**. The results will also be uploaded on the Company's website www.pdsmultinational.com

17. 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.

18. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 3rd December, 2015 and ends on 2nd January, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th November, 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> i.e., PDS Multinational Fashions Limited 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 scrutinizer 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 3rd December, 2015 (IST 9:00 AM) and ends on 2nd January, 2016 (IST 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 20th November, 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.

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the business mentioned under resolutions Item No. 1 to 2 of the accompanying Notice of Postal Ballot dated November 13, 2015 (“**Notice**”).

ITEM NO. 1

Shifting of Registered Office of the Company from National Capital Territory of Delhi to Bengaluru, State of Karnataka.

The Company was incorporated under the provisions of Companies Act, 1956 in the **National Capital Territory of Delhi**. As per Clause II of the Memorandum of Association, the Registered Office of the Company is situated in A-3, Community Centre, Naraina Industrial Area, Phase-II, New Delhi-110028, **National Capital Territory of Delhi**. The Corporate Office and Management of the Company is located in Bengaluru, in the State of Karnataka.

The shifting of Registered Office from National Capital Territory of Delhi to Bengaluru, in the state of Karnataka will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the Company, and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

The Board recommends the Resolution No. 1 as set out in the Notice for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution No. 1 except to the extent of their shareholding.

By Order of the Board
For **PDS Multinational Fashions Limited**

Place: New Delhi
Date : November 13, 2015

Chandra Kishor Jha
Company Secretary

PDS MULTINATIONAL FASHIONS LIMITED

(CIN: L18101DL2011PLC217162)

Registered Office: A-3, Community Centre, Naraina Industrial Area, Phase-II, New Delhi-110028
Corp. Office: "No. 758 & 759, 2nd Floor, 19th Main, Sector-2, HSR Layout, Bengaluru – 560102 Karnataka,
Tel: 080-67653000, e-mail: investors@pdsmultinational.com; Website: www.pdsmultinational.com;

POSTAL BALLOT FORM

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

Sl. No.:

| | | |
|---|--|--|
| 1 | Name(s) of Shareholder(s) (in BLOCK letters) (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 share(s) 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 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. | Shifting of Registered Office of the Company from National Capital Territory of Delhi, to Bengaluru, State of Karnataka | | | |

Place:

Date:

(Signature of the Shareholder/Beneficial Owner)

Notes:

- Please read carefully the instructions given overleaf before exercising the vote through this form and for e-voting, please refer the instructions for e-voting in the notice attached herewith.
- Last date for receipt of the Postal Ballot Form by the Scrutinizer is **2nd January, 2016**.

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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 scrutinizer 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 **2nd January, 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.