

PDS/SE/2020-21/57

February 26, 2021

The Secretary BSE Limited Pheeroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001, Maharashtra (India)  Scrip Code: 538730 (BSE)	The Secretary National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No- 'C' Block, G Block Bandra-Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra (India)  Scrip Code: PDSMFL (NSE)
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Sub: Details of Voting Results through Remote E-voting and Electronic Means under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with Consolidated Scrutinizer's Report

Dear Sir/Madam,

This is to inform you that the Extra-Ordinary General Meeting ("EOGM") of the Company was held on Thursday, February 25, 2021 at 11.00 A.M. (IST) and concluded at 12.00 Noon (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.

The Company had provided remote e-voting facility to the Members on resolutions proposed to be considered at the EOGM from Monday, February 22, 2021 (9.00 A.M. IST) to Wednesday, February 24, 2021 (5.00 P.M. IST) on the e-voting portal of Link Intime India Private Limited ("Link Intime"). Further, those Members, who had participated through VC/OAVM facility, were provided facility to e-vote through InstaMeet at the EOGM.

All items of business contained in the Notice of the EOGM were approved by the Members with overwhelming majority. The details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed herewith in the prescribed format as **Annexure – 1** for your reference.

We are also enclosing herewith the Consolidated Report of the Scrutinizer on remote e-voting prior and e-voting at the EOGM as **Annexure – 2**. The above are also being uploaded on the Company's website at <https://www.pdsmultinational.com/> and on the website of Link Intime at <https://instavote.linkintime.co.in>, the e-voting agency.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,  
for PDS Multinational Fashions Limited

  
Abhishek Kanoi  
Head of Legal & Company Secretary  
ICSI Membership No.: F-9530



Encl.: a/a

## Annexure – 1

### A. DETAILS OF THE PROCEEDINGS OF THE MEETING :

Sl. No.	Particulars	Details
1	Date of EOGM	February 25, 2021
2	Total No. of Shareholders as on Cut-off Date i.e. Friday, February 18, 2021 for voting purpose	12,553
3	No. of Shareholders present in the EOGM either in person or through proxy	Not Applicable
4	Total No. of shareholders attended the EOGM through Video Conferencing and other Audio-Visual Means facility: a. Promoter and Promoter Group(s) : 7 b. Public : 49	56

### B. RESULTS OF THE MEETING :

Sl. No.	Agenda	Type of Resolution (Ordinary/Special)	Mode of Voting	Remarks
1	Approval of the Employees Stock Option Plan 2021 for the Employees of the Company.	Special Resolution	Remote e-voting and e-voting during the EOGM	Passed with requisite majority
2	Approval of the Employees Stock Option Plan 2021 for the Eligible Employees of the Company's subsidiaries.	Special Resolution	Remote e-voting and e-voting during the EOGM	Passed with requisite majority
3	Resolution approving the options to be granted and shares to be issued to the employees of the Company and its subsidiaries under the PDS ESOP 2021 equal to or in excess of 1% of the issued capital at the time of grant of options or shares (as case may be) but in any case not exceeding 2% of the issued capital of the Company at the time of grant of options or shares (as the case may be).	Special Resolution	Remote e-voting and e-voting during the EOGM	Passed with requisite majority
4	Approving the PDS Value Creation Incentive Plan 2021.	Ordinary Resolution	Remote e-voting and e-voting during the EOGM	Passed with requisite majority
5	Approving the payment of Fund Raise Incentive to the Chief Executive Officer of the Company.	Ordinary Resolution	Remote e-voting and e-voting during the EOGM	Passed with requisite majority

### C. RESOLUTIONWISE DETAILS OF VOTING RESULTS:

Details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations, as attached.



Resolution Required : (Special)			1 - Approval of the Employees Stock Option Plan 2021 for the Employees of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17359886	17359886	100.0000	17359886	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17359886</b>	<b>100.0000</b>	<b>17359886</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1069572	51253	4.7919	0	51253	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51253</b>	<b>4.7919</b>	<b>0</b>	<b>51253</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	7617266	1773722	23.2855	1773722	0	100.0000	0.0000
	Poll		12	0.0002	12	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1773734</b>	<b>23.2857</b>	<b>1773734</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>26046724</b>	<b>19184873</b>	<b>73.6556</b>	<b>19133620</b>	<b>51253</b>	<b>99.7328</b>	<b>0.2672</b>



Resolution Required : (Special)			2 - Approval of the Employees Stock Option Plan 2021 for the Eligible Employees of the Company subsidiaries					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17359886	17359886	100.0000	17359886	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17359886</b>	<b>100.0000</b>	<b>17359886</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1069572	51253	4.7919	0	51253	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51253</b>	<b>4.7919</b>	<b>0</b>	<b>51253</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	7617266	1773722	23.2855	1773626	96	99.9946	0.0054
	Poll		12	0.0002	12	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1773734</b>	<b>23.2857</b>	<b>1773638</b>	<b>96</b>	<b>99.9946</b>	<b>0.0054</b>
<b>Total</b>		<b>26046724</b>	<b>19184873</b>	<b>73.6556</b>	<b>19133524</b>	<b>51349</b>	<b>99.7323</b>	<b>0.2677</b>



Resolution Required : (Special)			3 - Resolution approving the options to be granted and shares to be issued to the employees of the Company and its subsidiaries under the PDS ESOP 2021 equal to or in excess of 1% of the issued capital at the time of grant of options or shares (as the case may be) but in any case not exceeding 2% of the issued capital of the Company at the time of grant of options or shares (as the case may be)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17359886	17359886	100.0000	17359886	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17359886</b>	<b>100.0000</b>	<b>17359886</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1069572	51253	4.7919	0	51253	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51253</b>	<b>4.7919</b>	<b>0</b>	<b>51253</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	7617266	1773722	23.2855	1773722	0	100.0000	0.0000
	Poll		12	0.0002	12	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1773734</b>	<b>23.2857</b>	<b>1773734</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>26046724</b>	<b>19184873</b>	<b>73.6556</b>	<b>19133620</b>	<b>51253</b>	<b>99.7328</b>	<b>0.2672</b>



Resolution Required : (Ordinary)			4 - Approving the PDS Value Creation Incentive Plan 2021					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17359886	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1069572	51253	4.7919	51253	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51253</b>	<b>4.7919</b>	<b>51253</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7617266	1773719	23.2855	1773719	0	100.0000	0.0000
	Poll		12	0.0002	12	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1773731</b>	<b>23.2857</b>	<b>1773731</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>26046724</b>	<b>1824984</b>	<b>7.0066</b>	<b>1824984</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution Required : (Ordinary)			5 - Approving the payment of Fund Raise Incentive to the Chief Executive Officer of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17359886	17359886	100.0000	17359886	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17359886</b>	<b>100.0000</b>	<b>17359886</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1069572	51253	4.7919	0	51253	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51253</b>	<b>4.7919</b>	<b>0</b>	<b>51253</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	7617266	1773722	23.2855	1773626	96	99.9946	0.0054
	Poll		12	0.0002	12	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1773734</b>	<b>23.2857</b>	<b>1773638</b>	<b>96</b>	<b>99.9946</b>	<b>0.0054</b>
<b>Total</b>		<b>26046724</b>	<b>19184873</b>	<b>73.6556</b>	<b>19133524</b>	<b>51349</b>	<b>99.7323</b>	<b>0.2677</b>





# RHR & ASSOCIATES

## Company Secretaries

### SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of  
the Companies (Management and Administration) Rules, 2014)

To,

**The Chairman**

**Extra-ordinary General Meeting of Equity Shareholders of**

**PDS Multinational Fashions Limited**

**No. 758 & 759, 2<sup>nd</sup> Floor, 19<sup>th</sup> Main**

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

**CIN: L18101KA2011PLC094125**

I, R. Hariprasad Reddy, Proprietor of RHR & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of PDS Multinational Fashions Limited, (CIN: L18101KA2011PLC094125) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Extra-ordinary General Meeting ("EOGM") of PDS Multinational Fashions Limited, held on Thursday, February 25, 2021 at 11:00 A.M. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said EOGM.

The Notice dated January 11, 2021, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the EOGM of the Company, through electronic mode to those Members whose email addresses are registered with the Company/



**Off: No.4, Lahari Residence, II floor, 3<sup>rd</sup> cross, Manjunatha Lay out, Marathahalli, Bangalore 560037**  
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# RHR & ASSOCIATES

## Company Secretaries

Depositories, in compliance with the Ministry of Corporate Affairs ("MCA") Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred to as "MCA Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI") Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars").

The Company had availed the e-voting facility offered by Insta Vote of Link Intime India Private Limited, ("LLIPL") e-voting system for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, February 22, 2021 at 09:00 A.M. (IST) and ended on Wednesday, February 24, 2021 at 05:00 P.M. (IST) and the Insta Vote system of LLIPL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to those Shareholders present at the EOGM through VC / OAVM and who had not casted their vote earlier.

The Shareholders of the Company holding shares as on the "cut-off" date of Thursday, February 18, 2021, were entitled to vote on the resolutions as contained in the Notice of the EOGM.

After the closure of e-voting at the EOGM, the report on votes casted at the EOGM and the votes casted through remote e-voting facility prior to the EOGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior to EOGM and e-voting during the EOGM and votes casted therein based on the data downloaded from the Insta Vote of LLIPL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to EOGM and e-voting during the EOGM on the resolutions contained in the Notice of the EOGM.



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# RHR & ASSOCIATES

## Company Secretaries

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes casted in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting as well as votes casted during the EOGM in respect of the said resolutions.

### Resolution 1: Special Resolution

Approval of the Employees Stock Option Plan 2021 for the Employees of the Company

No of Votes Polled	Votes in favour of resolution	% of Votes in favour on votes polled	Votes against the resolution	% of Votes against on votes polled	Invalid Votes
1,91,84,873	1,91,33,620	99.73	51,253	0.27	0

### Resolution 2: Special Resolution

Approval of the Employees Stock Option Plan 2021 for the Eligible Employees of the Company's subsidiaries

No of Votes Polled	Votes in favour of resolution	% of Votes in favour on votes polled	Votes against the resolution	% of Votes against on votes polled	Invalid Votes
1,91,84,873	1,91,33,524	99.73	51,349	0.27	0



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# RHR & ASSOCIATES

## Company Secretaries

### Resolution 3: Special Resolution

Approving the options to be granted and shares to be issued to the employees of the Company and its subsidiaries under the PDS ESOP 2021 equal to or in excess of 1% of the issued capital at the time of grant of options or shares (as the case may be) but in any case not exceeding 2% of the issued capital of the Company at the time of grant of options or shares (as the case may be)

No of Votes Polled	Votes in favour of resolution	% of Votes in favour on votes polled	Votes against the resolution	% of Votes against on votes polled	Invalid Votes
1,91,84,873	1,91,33,620	99.73	51,253	0.27	0

### \* Resolution 4: Ordinary Resolution

Approving the PDS Value Creation Incentive Plan 2021

No of Votes Polled	Votes in favour of resolution	% of Votes in favour on votes polled	Votes against the resolution	% of Votes against on votes polled	Invalid Votes
*18,24,984	18,24,984	100	0	0	0

\* Based on the information with regard to votes casted by the Promoters, promoters group, the Directors (other than the independent directors), the employees, including the Key Managerial





# RHR & ASSOCIATES

## Company Secretaries

Personnel and their relatives, provided by the Company, has been excluded for declaring voting results of Resolution (No 4)

### Resolution 5: Ordinary Resolution

Approving the payment of Fund Raise Incentive to the Chief Executive Officer of the Company

No of Votes Polled	Votes in favour of resolution	% of Votes in favour on votes polled	Votes against the resolution	% of Votes against on votes polled	Invalid Votes
1,91,84,873	1,91,33,524	99.73	51,349	0.27	0

Based on the aforesaid results, I report that Resolutions set out in the notice of the Extra-ordinary General Meeting held on Thursday, February 25, 2021 stands passed with requisite majority

For PDS Multinational Fashions Ltd.

  
Company Secretary

Place: Bengaluru

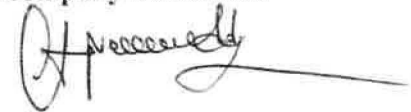
Date: 26.02.2021

UDIN: F008477B003591507



For RHR & ASSOCIATES

Company Secretaries



R. Hariprasad Reddy

(Proprietor)

FCS-8477, COP-15936