

PDS/SE/2021-22/91

January 13, 2022

<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <b>Scrip Symbol: PDSMFL</b>	<b>Corporate Relationship Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 <b>Scrip Code: 538730</b>
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**Sub: Results of Postal Ballot initiated vide Postal Ballot Notice dated December 8, 2021**

Dear Sir/Madam,

This is further to our letter dated December 13, 2021 informing about seeking approval of the Members of the Company by way of special resolutions as mentioned in Postal Ballot Notice dated December 8, 2021 through Remote e-Voting for the following matters:

1. Approval of change of Registered Office of the Company from 'State of Karnataka' to 'State of Maharashtra'.
2. Approval of change of name of Company from 'PDS Multinational Fashions Limited' to 'PDS Limited'.
3. Approval for Amendments in the terms of the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A.
4. Approval for grant of 25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive and Non-Independent Director under the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A.
5. Approval of appointment of Mr. Mungo Park (DIN: 09390792) as a Director (Non-Executive & Independent) of the Company.
6. Approval of appointment of Mr. Robert Sinclair (DIN: 09390821) as a Director (Non-Executive & Independent) of the Company.
7. Approval of appointment of Mr. Nishant Parikh (DIN: 07349640) as a Director (Non-Executive & Independent) of the Company.
8. Approval of appointment of Ms. Yael Gairola (DIN: 08434509) as a Director (Non-Executive & Independent) of the Company.

We would like to inform you that post receipt of the Scrutinizer Report, results of postal ballot were declared today i.e January 13, 2022. All items of special businesses contained in the Notice of the Postal Ballot were approved by the Members with requisite 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, are 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 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 India Private Limited 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  
General Counsel & Company Secretary  
ICSI Membership No.: F-9530



Encl.: a/a

## ANNEXURE – 1

### Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl. No.	Particulars	Details
1	Company Name	PDS Multinational Fashions Limited
2	Date of Postal Ballot Notice	Wednesday, December 8, 2021
3	Voting- Start date End date	Tuesday, December 14, 2021 Wednesday, January 12, 2022
4	Total No. of Shareholders as on Cut-off Date i.e. Friday, December 10, 2021	14152
5	No. of Shareholders present in the Meeting either in person or through proxy	Not Applicable
6	Total No. of Shareholders attended the Meeting through Video Conferencing and other Audio-Visual Means facility: a) Promoter and Promoter Group(s): b) Public:	Not Applicable



# PDS Multinational Fashions Ltd.

Resolution Required : (Special)			1 - Approval of change of Registered Office of the Company from 'State of Karnataka' to 'State of Maharashtra'					
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	17064605	98.2991	17064605	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>17064605</b>	<b>98.2991</b>	<b>17064605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1150012	51632	4.4897	51632	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>51632</b>	<b>4.4897</b>	<b>51632</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7536826	53719	0.7128	53500	219	99.5923	0.4077
	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>53719</b>	<b>0.7128</b>	<b>53500</b>	<b>219</b>	<b>99.5923</b>	<b>0.4077</b>
<b>Total</b>		<b>26046724</b>	<b>17169956</b>	<b>65.9198</b>	<b>17169737</b>	<b>219</b>	<b>99.9987</b>	<b>0.0013</b>

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## PDS Multinational Fashions Ltd.

Resolution Required : (Special)			2 - Approval of change of name of Company from ‘PDS Multinational Fashions Limited’ to ‘PDS Limited’.					
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	17064605	98.2991	17064605	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
	Total		17064605	98.2991	17064605	0	100.0000	0.0000
Public Institutions	E-Voting	1150012	51632	4.4897	51632	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
	Total		51632	4.4897	51632	0	100.0000	0.0000
Public Non Institutions	E-Voting	7536826	53719	0.7128	53500	219	99.5923	0.4077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53719	0.7128	53500	219	99.5923	0.4077
Total		26046724	17169956	65.9198	17169737	219	99.9987	0.0013

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### PDS Multinational Fashions Ltd.

Resolution Required : (Special)			3 - Approval for Amendments in the terms of the PDS Multinational Fashions Limited - Employee Stock Option Plan 2021 – Plan A					
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	17064605	98.2991	17064605	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>17064605</b>	<b>98.2991</b>	<b>17064605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1150012	51632	4.4897	51632	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>51632</b>	<b>4.4897</b>	<b>51632</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7536826	53719	0.7128	53500	219	99.5923	0.4077
	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>53719</b>	<b>0.7128</b>	<b>53500</b>	<b>219</b>	<b>99.5923</b>	<b>0.4077</b>
<b>Total</b>		<b>26046724</b>	<b>17169956</b>	<b>65.9198</b>	<b>17169737</b>	<b>219</b>	<b>99.9987</b>	<b>0.0013</b>

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# PDS Multinational Fashions Ltd.

Resolution Required : (Special)			4 - Approval for grant of 25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive and Non-Independent Director under the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A.					
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	17064605	98.2991	17064605	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>17064605</b>	<b>98.2991</b>	<b>17064605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1150012	51632	4.4897	0	51632	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>51632</b>	<b>4.4897</b>	<b>0</b>	<b>51632</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	7536826	53719	0.7128	53275	444	99.1735	0.8265
	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>53719</b>	<b>0.7128</b>	<b>53275</b>	<b>444</b>	<b>99.1735</b>	<b>0.8265</b>
<b>Total</b>		<b>26046724</b>	<b>17169956</b>	<b>65.9198</b>	<b>17117880</b>	<b>52076</b>	<b>99.6967</b>	<b>0.3033</b>

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# PDS Multinational Fashions Ltd.

Resolution Required : (Special)			5 - Approval of appointment of Mr. Mungo Park (DIN: 09390792) as a Director (Non-Executive & Independent) Director 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	17064605	98.2991	17064605	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>17064605</b>	<b>98.2991</b>	<b>17064605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1150012	51632	4.4897	51632	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>51632</b>	<b>4.4897</b>	<b>51632</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7536826	53719	0.7128	53500	219	99.5923	0.4077
	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>53719</b>	<b>0.7128</b>	<b>53500</b>	<b>219</b>	<b>99.5923</b>	<b>0.4077</b>
<b>Total</b>		<b>26046724</b>	<b>17169956</b>	<b>65.9198</b>	<b>17169737</b>	<b>219</b>	<b>99.9987</b>	<b>0.0013</b>

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# PDS Multinational Fashions Ltd.

Resolution Required : (Special)			6 - Approval of appointment of Mr. Robert Sinclair (DIN: 09390821) as a Director (Non-Executive & Independent) Director 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	17064605	98.2991	17064605	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>17064605</b>	<b>98.2991</b>	<b>17064605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1150012	51632	4.4897	51632	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>51632</b>	<b>4.4897</b>	<b>51632</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7536826	53719	0.7128	53500	219	99.5923	0.4077
	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>53719</b>	<b>0.7128</b>	<b>53500</b>	<b>219</b>	<b>99.5923</b>	<b>0.4077</b>
<b>Total</b>		<b>26046724</b>	<b>17169956</b>	<b>65.9198</b>	<b>17169737</b>	<b>219</b>	<b>99.9987</b>	<b>0.0013</b>

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# PDS Multinational Fashions Ltd.

Resolution Required : (Special)			7 - Approval of appointment of Mr. Nishant Parikh (DIN: 07349640) as a Director (Non-Executive & Independent) Director 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	17064605	98.2991	17064605	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>17064605</b>	<b>98.2991</b>	<b>17064605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1150012	51632	4.4897	51632	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>51632</b>	<b>4.4897</b>	<b>51632</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7536826	53719	0.7128	53500	219	99.5923	0.4077
	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>53719</b>	<b>0.7128</b>	<b>53500</b>	<b>219</b>	<b>99.5923</b>	<b>0.4077</b>
<b>Total</b>		<b>26046724</b>	<b>17169956</b>	<b>65.9198</b>	<b>17169737</b>	<b>219</b>	<b>99.9987</b>	<b>0.0013</b>

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# PDS Multinational Fashions Ltd.

Resolution Required : (Special)			8 - Approval of appointment of Ms. Yael Gairola (DIN: 08434509) as a Director (Non-Executive & Independent) Director 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	17064605	98.2991	17064605	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>17064605</b>	<b>98.2991</b>	<b>17064605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1150012	51632	4.4897	51632	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>51632</b>	<b>4.4897</b>	<b>51632</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7536826	53719	0.7128	53500	219	99.5923	0.4077
	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>53719</b>	<b>0.7128</b>	<b>53500</b>	<b>219</b>	<b>99.5923</b>	<b>0.4077</b>
<b>Total</b>		<b>26046724</b>	<b>17169956</b>	<b>65.9198</b>	<b>17169737</b>	<b>219</b>	<b>99.9987</b>	<b>0.0013</b>




**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 20130

 E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)

Date: January 13, 2022

### SCRUTINIZER'S REPORT

To,  
The Chairman / Board of Directors  
PDS Multinational Fashions Limited  
No. 758 & 759, 2<sup>nd</sup> Floor, 19<sup>th</sup> Main,  
Sector -2, HSR Layout,  
Bengaluru, Karnataka – 560 102

[CIN: L18101KA2011PLC094125]

**Subject: Scrutinizer's Report on Postal Ballot Process conducted pursuant to the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and in terms of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations').**

Dear Sir(s),

Pursuant to the resolution passed by the Board of Directors of PDS Multinational Fashions Limited ("the Company") on December 8, 2021, I, Mohit Maheshwari, Partner, MAKS & Co., Company Secretaries [FRN P2018UP067700], was appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot process including voting only through electronic means in view of the extraordinary circumstances due to COVID-19 pandemic requiring social distancing, in a fair and transparent manner pursuant to provisions of Section(s) 110 & 108 of the Companies Act, 2013 (hereinafter referred to as 'Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereto including the MCA Circulars, w.r.t. the below mentioned Resolutions to be passed by the members of the Company only through remote e-Voting facility provided by Link Intime India Private Limited, ("Link Intime") Authorized Agency to provide remote e-voting facility.

S. No.	Type of Resolution	Particulars
1	Special Resolution	Approval of change of Registered Office of the Company from 'State of Karnataka' to 'State of Maharashtra'.
2.	Special Resolution	Approval of change of name of Company from 'PDS Multinational Fashions Limited' to 'PDS Limited'.



3.	Special Resolution	Approval for Amendments in the terms of the <b>PDS Multinational Fashions Limited - Employee Stock Option Plan 2021 – Plan A.</b>
4.	Special Resolution	Approval for grant of 25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive and Non-Independent Director under the <b>PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A.</b>
5.	Special Resolution	Approval of appointment of Mr. Mungo Park (DIN: 09390792) as a Director (Non-Executive & Independent) of the Company.
6.	Special Resolution	Approval of appointment of Mr. Robert Sinclair (DIN: 09390821) as a Director (Non-Executive & Independent) of the Company.
7.	Special Resolution	Approval of appointment of Mr. Nishant Parikh (DIN: 07349640) as a Director (Non-Executive & Independent) of the Company.
8.	Special Resolution	Approval of appointment of Ms. Yael Gairola (DIN: 08434509) as a Director (Non-Executive & Independent) of the Company.

1. In connection with the above referred matters, I submit my report as under:

- 1.1 In due consideration of the occurrence of worldwide pandemic of COVID-19, the MCA has issued MCA Circulars in relation to “Clarification on passing of ordinary and special resolution by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19”. In terms of the MCA Circulars, Companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The Company had decided to conduct the Postal Ballot in accordance with provisions of MCA Circulars. Accordingly, in compliance with the requirements of the MCA Circulars, the physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were required to communicate their assent or dissent through the remote e-voting system only.
- 1.2 The Company had completed the dispatch of Postal Ballot Notice by email on Monday, December 13, 2021 to all its shareholders whose names appeared in the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on Friday, December 10, 2021 (hereinafter called as “Cut-off Date”) and who have registered their email addresses with the Company or Depository / Depository Participants.
- 1.3 The Company had published post-dispatch of Postal Ballot Notice, advertisements regarding completion of dispatch of Postal Ballot notice to eligible members through e-mail in Business Standard (English) and in Hosadigantha (Kannada) on Tuesday, December 14, 2021.



- 1.4 The remote e-voting period commenced on Tuesday, December 14, 2021 (9:00 A.M. IST) and ended on Wednesday, January 12, 2022 (5:00 P.M. IST) via e-voting Platform on the designated website of Link Intime, Authorized Agency to provide remote e-voting facility, viz. <https://instavote.linkintime.co.in>.
- 1.5 E-votes cast up to the close of working hour (i.e. 5:00 P.M. IST) on Wednesday, January 12, 2022 being the last date and time fixed by the Company for the receipt of the e-votes were considered for my scrutiny i.e. remote e-voting was not allowed after 5:00 P.M. IST on Wednesday, January 12, 2022 and voting portal of Link Intime was blocked forthwith. Further, on completion of remote e-voting, we unblocked the e-voting results on Link Intime and downloaded the results for my scrutiny and report.
- 1.6 The total voting capital of the Company for determining the voting rights as on Friday, December 10, 2021 (“**Cut-Off Date**”) was Rs. 26,04,67,240 (Rupees Twenty-Six Crores Four Lakhs Sixty-Seven Thousand Two Hundred and Forty Only) consisting of 2,60,46,724 (Two Crore Sixty Lakhs Forty-Six Thousand Seven Hundred and Twenty-Four Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
- 1.7 The registers and all other related documents shall remain in my safe custody until the Chairperson considers, approves and signs the minutes and thereafter, I will hand over these documents to the Company.
2. In accordance with the basis of acceptance and rejection and on proper scrutiny of all the postal ballot votes by e-voting, I report the results of Postal Ballot through E-voting only as under:

**DETAILS OF VOTING ON POSTAL BALLOT**  
(Through Remote E-voting only)

**RESOLUTION NO. 1:**

**APPROVAL OF CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM ‘STATE OF KARNATAKA’ TO ‘STATE OF MAHARASHTRA’**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	1,71,69,737	1,71,69,737	99.999
Dissent	NA	219	219	0.001
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

Mohit  
Maheshwari

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**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 20130

E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)**RESOLUTION NO. 2:****APPROVAL OF CHANGE OF NAME OF COMPANY FROM ‘PDS MULTINATIONAL FASHIONS LIMITED’ TO ‘PDS LIMITED’**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	1,71,69,737	1,71,69,737	99.999
Dissent	NA	219	219	0.001
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

**RESOLUTION NO. 3:****APPROVAL FOR AMENDMENTS IN THE TERMS OF THE PDS MULTINATIONAL FASHIONS LIMITED - EMPLOYEE STOCK OPTION PLAN 2021 – PLAN A**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	1,71,69,737	1,71,69,737	99.999
Dissent	NA	219	219	0.001
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

**RESOLUTION NO. 4:****APPROVAL FOR GRANT OF 25,000 EMPLOYEE STOCK OPTIONS TO MR. PARTH GANDHI, NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR UNDER THE PDS MULTINATIONAL FASHIONS LIMITED – EMPLOYEE STOCK OPTION PLAN 2021 – PLAN A**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	1,71,17,880	1,71,17,880	99.697

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Dissent	NA	52,076	52,076	0.303
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

**RESOLUTION NO. 5:****APPROVAL OF APPOINTMENT OF MR. MUNGO PARK (DIN: 09390792) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	1,71,69,737	1,71,69,737	99.999
Dissent	NA	219	219	0.001
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

**RESOLUTION NO. 6:****APPROVAL OF APPOINTMENT OF MR. ROBERT SINCLAIR (DIN: 09390821) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	1,71,69,737	1,71,69,737	99.999
Dissent	NA	219	219	0.001
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

**RESOLUTION NO. 7:****APPROVAL OF APPOINTMENT OF MR. NISHANT PARIKH (DIN: 07349640) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	





**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 20130

E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)

Assent	NA	1,71,69,737	1,71,69,737	99.999
Dissent	NA	219	219	0.001
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

### **RESOLUTION NO. 8:**

### **APPROVAL OF APPOINTMENT OF MS. Yael GAIROLA (DIN: 08434509) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	1,71,69,737	1,71,69,737	99.999
Dissent	NA	219	219	0.001
<b>Total</b>	<b>NA</b>	<b>1,71,69,956</b>	<b>1,71,69,956</b>	<b>100</b>

*Note: 1 (One) Shareholder holding 64 (Sixty Four) Equity Shares abstained from remote E-voting on the Resolution.*

Therefore, the Resolution No. 1, 2, 3, 4, 5, 6, 7 and 8 have been approved with requisite majority. The detailed break up of voting through e-voting in respect of the Resolution No. 1, 2, 3, 4, 5, 6, 7 and 8 is attached to this report & marked as **Annexure A**.

Having regards to the aforesaid scrutiny, I hereby report that:

- (i) The above Resolutions No. 1, 2, 3, 4, 5, 6, 7 and 8 proposed by the Company through Postal Ballot have been carried /approved with requisite majority; and
  - (ii) I confirm that the complete Postal Ballot e-voting process has been conducted in a fair and transparent manner.
3. You may accordingly declare the results of the voting on Postal Ballot done through e-voting.

Thanking You.

Yours sincerely,  
For **MAKS & Co.,**  
**Company Secretaries**  
[FRN P2018UP067700]

Mohit  
Maheshwari

**Mohit Maheshwari**  
**Partner**

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Mohit Maheshwari  
Date: 2022.01.13  
10:55:53 +05'30'

Countersigned by

**Authorized Signatory**



**Membership No:**F9565**Certificate of Practice No:**19946**UDIN:** F009565C002153135**Date:** 13-01-2022**Place:** Noida, U.P.**Annexure - A**

A detailed summary of the postal ballot result is given herein below:

**RESOLUTION NO. 1 – SPECIAL RESOLUTION****APPROVAL OF CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM ‘STATE OF KARNATAKA’ TO ‘STATE OF MAHARASHTRA’**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92
(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	54	1,71,69,737	17,16,97,370	65.92
(e) Votes with dissent	5	219	2,190	Negligible

**RESOLUTION NO. 2 - SPECIAL RESOLUTION****APPROVAL OF CHANGE OF NAME OF COMPANY FROM ‘PDS MULTINATIONAL FASHIONS LIMITED’ TO ‘PDS LIMITED’**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92
(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	54	1,71,69,737	17,16,97,370	65.92
(e) Votes with dissent	5	219	2,190	Negligible

**RESOLUTION NO. 3 - SPECIAL RESOLUTION****APPROVAL FOR AMENDMENTS IN THE TERMS OF THE PDS MULTINATIONAL FASHIONS LIMITED - EMPLOYEE STOCK OPTION PLAN 2021 – PLAN A**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92
(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	54	1,71,69,737	17,16,97,370	65.92
(e) Votes with dissent	5	219	2,190	Negligible

**RESOLUTION NO. 4 - SPECIAL RESOLUTION****APPROVAL FOR GRANT OF 25,000 EMPLOYEE STOCK OPTIONS TO MR. PARTH GANDHI, NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR UNDER THE PDS MULTINATIONAL FASHIONS LIMITED – EMPLOYEE STOCK OPTION PLAN 2021 – PLAN A**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92
(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	44	1,71,17,880	17,11,78,800	65.72
(e) Votes with dissent	15	52,076	5,20,760	0.20

**RESOLUTION NO. 5 - SPECIAL RESOLUTION****APPROVAL OF APPOINTMENT OF MR. MUNGO PARK (DIN: 09390792) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92



(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	54	1,71,69,737	17,16,97,370	65.92
(e) Votes with dissent	5	219	2,190	Negligible

**RESOLUTION NO. 6 - SPECIAL RESOLUTION****APPROVAL OF APPOINTMENT OF MR. ROBERT SINCLAIR (DIN: 09390821) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92
(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	54	1,71,69,737	17,16,97,370	65.92
(e) Votes with dissent	5	219	2,190	Negligible

**RESOLUTION NO. 7 - SPECIAL RESOLUTION****APPROVAL OF APPOINTMENT OF MR. NISHANT PARIKH (DIN: 07349640) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92
(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	54	1,71,69,737	17,16,97,370	65.92

**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 20130

E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)

(e) Votes with dissent	5	219	2,190	Negligible

**RESOLUTION NO. 8 - SPECIAL RESOLUTION****APPROVAL OF APPOINTMENT OF MS. Yael Gairola (DIN: 08434509) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

VOTING THROUGH E-VOTING:				
Particulars	No of shareholders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
(a) Total votes received	60	1,71,70,020	17,17,00,200	65.92
(b) Less: Abstained	1	64	640	Negligible
(c) Net Valid Votes	59	1,71,69,956	17,16,99,560	65.92
(d) Votes with Assent	54	1,71,69,737	17,16,97,370	65.92
(e) Votes with dissent	5	219	2,190	Negligible

Mohit

Maheshwari

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