



<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: PDSL</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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Re: ISIN - INE111Q01021

Sub: Notice of Postal Ballot

Dear Sir/Madam,

In continuation of our earlier communication dated May 11, 2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated May 11, 2023 along with Explanatory Statement sent to the Members of the Company on May 16, 2023, through Electronic Mode, seeking their approval for the Resolution as set out in the Postal Ballot Notice through Remote E-Voting process.

The date of events relevant to Postal Ballot are as below:

Sl. No.	Particulars	Dates
1	Cut-off Date	Friday, May 12, 2023  <i>[for dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on the Cut-off Date.]</i>
2	Date of Completion of dispatch of Notice (by Electronic Means)	Tuesday, May 16, 2023
3	Date of Commencement of e-Voting	Wednesday, May 17, 2023 at 9:00 A.M. (IST)
4	Date of Ending of e-Voting ("Last Date")	Thursday, June 15, 2023 at 5:00 P.M. (IST)
5	Date on which resolution will be deemed to be passed	Thursday, June 15, 2023
6	Results of Postal Ballot	On or before Saturday, June 17, 2023





PDS

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The Company has engaged the services of Link Intime India Private Limited ('Link Intime') for providing E-Voting facility to its Members. The aforementioned Postal Ballot Notice, along with the Explanatory Statement is also available on the Company's website at [www.pdsltd.com](http://www.pdsltd.com) and on the website of Link Intime at <https://instavote.linkintime.co.in>.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,  
for **PDS Limited**  
(*Erstwhile PDS Multinational Fashions Limited*)

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

*Encl.: As above*

**PDS Limited**

(*Erstwhile PDS Multinational Fashions Limited*)

**Registered & Corporate Office:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road,  
Andheri East, Mumbai 400093, Maharashtra, India. ☎ +91 2241441100

CIN: L18101MH2011PLC388088



[www.pdsmultinational.com](http://www.pdsmultinational.com)



[info@pdsmultinational.com](mailto:info@pdsmultinational.com)

## PDS Limited

(Erstwhile PDS Multinational Fashions Limited)

CIN: L18101MH2011PLC388088

Regd. Office: Unit No.971, Solitaire Corporate Park, Andheri - Ghatkopar Link Road, Andheri (East), Mumbai - 400093, Maharashtra, India.  
E-mail: [investors@pds Ltd.com](mailto:investors@pds Ltd.com) • Website: [www.pds Ltd.com](http://www.pds Ltd.com) • Tel: +91 22 41441100



### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

To

The Shareholders,

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (“**the Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard – II on General Meetings (“**SS-II**”) issued by the Institute of the Company Secretaries of India, the relaxations and clarifications issued by Ministry of Corporate Affairs Circulars vide General Circular No.14/2020 dated 8<sup>th</sup> April 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April 2020, General Circular No.03/2022 dated 5<sup>th</sup> May 2022 and General Circular No.11/2022 dated 28<sup>th</sup> December 2022 (the “**MCA Circulars**”) and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the PDS Limited (Erstwhile PDS Multinational Fashions Limited) (“**the Company**”) by passing resolutions through postal ballot (“**Postal Ballot**”) by way of remote e-voting only (“**e-voting / remote e-voting**”).

The remote e-voting facility will be available for the following period:

Commencement of e-voting	:	Wednesday, May 17, 2023 (9:00 A.M. IST)
End of e-voting	:	Thursday, June 15, 2023 (5:00 P.M. IST)

In accordance with Section 101 of the Act read with Rule 18 of the Rules and the MCA Circulars and SEBI Listing Regulations, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, May 12, 2023 (“**Cut-off Date**”).

In compliance with the requirements of the MCA Circulars and SEBI Listing Regulations, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 and 110 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1**

1. To approve appointment of Mr. B. G. Srinivas (DIN: 00517585) as Non-Executive Independent Director 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** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. B.G. Srinivas (DIN: 00517585), who was appointed as an Additional Non-Executive Independent Director w.e.f. March 28, 2023, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f. March 28, 2023 upto March 27, 2028 (both days inclusive) .

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

**By Order of the Board of Directors**

For **PDS Limited**

(Erstwhile, PDS Multinational Fashions Limited)

Sd/-

**Abhishekh Kanoi**

**Head of Legal & Company Secretary**

**ICSI Membership No.: F-9530**

**Place:** Mumbai

**Date:** May 11, 2023

**Address:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai 400093, Maharashtra, India

## PDS Limited

(Erstwhile PDS Multinational Fashions Limited)

CIN: L18101MH2011PLC388088

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### NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts for the proposed resolution is annexed herein below.
2. In view of the provisions of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 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, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No.11/2022 dated 28th December 2022 respectively issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”), (collectively referred as “Depositories”), as on Friday, May 12, 2023 (the “Cut-off Date”) and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants (“DP”) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s Link Intime India Private Limited (“RTA”) or the Company.
3. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-Voting only.
5. Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.
6. The Postal Ballot Notice is also available on the website of the Company at [www.pdsLtd.com](http://www.pdsLtd.com). The same can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchanges of India Limited (“NSE”) [www.nseindia.com](http://www.nseindia.com), website of Link Intime India Private Limited/ RTA, remote e-voting facility provider at <https://instavote.linkintime.co.in>.
7. All documents referred to in this Notice, including Appointment Letter are available for inspection at the Registered Office and/or Corporate Office of the Company during business hours on any working day from date of dispatch of this Notice till the date of declaration of the results of Postal Ballot.
8. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e. Friday, May 12, 2023, only shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.  
  
It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter, in this Notice.
9. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, May 12, 2023.
10. The Board of Directors of the Company in its meeting held on Thursday, May 11, 2023, has appointed Mr. Ankush Agarwal (Membership No. F9719 & Certificate of Practice No. 14486), Partner, M/s. MAKS & Co., Company Secretaries (FRN: P2018UP067700) as Scrutinizer.
11. The Scrutinizer will after the conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot will be declared not later than 48 hours from the conclusion of e-voting. The Scrutinizer’s decision on the validity of votes cast through Postal Ballot will be final.
12. The result of the Postal Ballot along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company’s website at [www.pdsLtd.com](http://www.pdsLtd.com), website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) where the shares of the Company are listed and on the website of RTA at <https://instavote.linkintime.co.in>.
13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

## PDS Limited

(Erstwhile PDS Multinational Fashions Limited)

CIN: L18101MH2011PLC388088

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- All papers relating to Postal Ballot including voting by Remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes.
- Some of the important details regarding the Remote e-Voting facility are provided below:

<b>Cut-off date for determining the Members entitled to vote through remote e-voting</b>	Friday, May 12, 2023
<b>Commencement of e-voting period</b>	Wednesday, May 17, 2023 at 9.00 A.M. (IST)
<b>End of e-voting period</b>	Thursday, June 15, 2023 at 5.00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Thursday, June 15, 2023.

- Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf electronically to the Scrutinizer at email [scrutinizer.maks@gmail.com](mailto:scrutinizer.maks@gmail.com) with copies marked to the Company at [investors@pdsLtd.com](mailto:investors@pdsLtd.com) and to its RTA at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
- Resolution, if passed by the Members through Postal Ballot, is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Thursday, June 15, 2023 in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.
- SEBI has made an amendment to Regulation 40 of the SEBI Listing Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment, Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 01, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.
- SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

SEBI further vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has also provided for mandatory furnishing of PAN, KYC details, nomination, freezing of folios without valid PAN, KYC details, compulsory linking of PAN and Aadhar by shareholders holding securities in physical form. Non-availability of any one of the cited document/detail with the Company / RTA on or after 1st April, 2023 will result in freezing of the folios by the RTA of the Company as per the said SEBI circular and such shareholders will not be eligible to lodge grievance, or avail service request from the RTA and also not eligible for payment of dividend unless complete documents are provided. Accordingly, such shareholders are requested to submit the requisite information / documents at the earliest with the RTA of the Company. The relevant documents for same may be accessed from the Company's website at: <https://www.pdsLtd.com/Investor-Information.aspx>

### 20. Instructions for voting through Remote E-Voting:

In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, MCA Circulars and SS-2 issued by the Institute of Company Secretaries of India, the Company is providing a facility to all its Members to enable them to cast their vote on the matters listed in this Notice by electronic means (Remote e-voting). The Remote E-voting facility is being provided by RTA.

The dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the Postal Ballot process by e-mail to the Members of the Company. The remote e- voting period begins at 9.00 A.M. (IST) on Wednesday, May 17, 2023 and ends at 5.00 P.M. (IST) on Thursday, June 15, 2023. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, May 12, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

### Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### Login method for Individual shareholders holding securities in demat mode is given below:

- Individual Shareholders holding securities in demat mode with NSDL
  - Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is

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available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

### 2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

### 3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

### Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

#### A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.

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2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### By Order of the Board of Directors

For PDS Limited

(Erstwhile, PDS Multinational Fashions Limited)

Sd/-

Abhishekh Kanoi

Head of Legal & Company Secretary

ICSI Membership No.: F-9530

**Place:** Mumbai  
**Date:** May 11, 2023

**Address:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai 400093, Maharashtra, India

**EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED MAY 11, 2023 PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT**

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the business mentioned under Item No.1 of the accompanying Notice dated May 11, 2023:

**Item No. 1**

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. B.G. Srinivas (DIN: 00517585) as an Additional Director - Non-Executive Independent for a term of 5 consecutive years w.e.f. March 28, 2023, subject to the approval of shareholders of the Company.

In compliance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”), Mr. B.G. Srinivas shall hold office up to the date of the next Annual General Meeting. However, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of Mr. B.G. Srinivas as a “Director (Non-Executive Independent)” of the Company within a period of 3 (Three) months from the date of appointment.

The Company has received all the requisite disclosures from Mr. B.G. Srinivas with respect to his appointment as Non- Executive Independent Director. Further, in opinion of the Board, Mr. B.G. Srinivas fulfills the conditions specified in the Act read with SEBI Listing Regulations relating to the appointment as an Independent Director and is independent of management. He possesses the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company. Details of his profile, qualification, experience, expertise and the information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings are disclosed herein below.

In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

The Board of Directors believes that appointment of Mr. B.G. Srinivas will be of immense benefit to the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Mr. B.G. Srinivas as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f March 28, 2023.

Copy of letter of appointment of Mr. B.G. Srinivas setting out the terms and conditions of appointment is available electronically for inspection by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. B.G. Srinivas is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 1 above for approval of the Members by way of a Special Resolution.

**Brief Profile of Mr. B.G. Srinivas is as follows:**

Mr. B.G. Srinivas is a global business executive with over 36 years of experience across diverse set of industries. He has played leadership roles across multiple markets in US, Europe & Asia with leading global companies, including PCCW Ltd, Infosys Ltd. and ABB, all public listed entities.

Mr. B.G. Srinivas was appointed an Executive Director and Group Managing Director of PCCW effective from July 2014 and served the company till Feb 2022. He was a member of PCCW’s Executive Committee. He was also a Non-Executive Director of HKT Limited (HKT) and HKT Management Limited, the trustee-manager of the. He was chairman of PCCW Media.

Prior to joining PCCW, Mr. B.G. Srinivas has worked for 15 years with Infosys Group, where his last role was the President and Whole-time Director of Infosys Limited. He had been the Chairman of the Board of Infosys Consulting. He was also the chairman and executive director of Infosys Australia. Srinivas led several key portfolios namely financial services, manufacturing and public services. During his tenure at Infosys, he played a pivotal role in building the Enterprise Solutions Unit, significantly expanding Infosys Europe and driving growth in several key business verticals.

Prior to that, Mr. B.G. Srinivas worked for 14 years with Asea Brown Boveri (ABB) Group, where he held several leadership positions. He has been on the panel of judges for the European Business Awards (EBA) for three consecutive years and is a frequent speaker at academic institutions such as INSEAD and Saïd Business School, Oxford.

Mr. B.G. Srinivas holds a degree in mechanical engineering from Bangalore University, India, and has participated in executive management programs including at Wharton Business School, US, and Indian Institute of Management Ahmedabad (IIMA), India.



## PDS Limited

(Erstwhile PDS Multinational Fashions Limited)

CIN: L18101MH2011PLC388088

Regd. Office: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road, Andheri (East), Mumbai – 400093, Maharashtra. India.

E-mail: [investors@pdsLtd.com](mailto:investors@pdsLtd.com) • Website: [www.pdsLtd.com](http://www.pdsLtd.com) • Tel: +91 22 41441100



### Additional Information pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standards on General Meetings for seeking appointment:

S. No.	Particulars	Details
1	Name of Director seeking appointment	Mr. BG Srinivas
2	DIN	00517585
3	Date of Birth/ Age	January 24, 1961 / 62 Years
4	Date of First Appointment on the Board	March 28, 2023
5	Qualifications, Experience and expertise in specific functional area	As per brief profile mentioned herein above
6	Remuneration last drawn, if any	Nil
7	Shareholding in the Company- Shareholding of Non-Executive Director including Shareholding as a beneficial owner	Nil
8	No. of Board Meetings attended during the year	1 (One)
9	Terms and Conditions of appointment	Mr. B.G. Srinivas shall be Non- Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. March 28, 2023 and as per details mentioned in the proposed resolution
10	Directorship held in other Companies as on date (Including Listed entities)	Nil
11	Name of the listed entities from which He/She had resigned in the past three years	Not Applicable
12	Membership/Chairmanship of Committees as on date	Nil
13	Relationship with other Directors / Manager / KMP	There is no inter-se relationship between Mr. B.G. Srinivas and other Directors /Manager/ Key Managerial Personnel of the Company
14	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in Business Strategy, Market Development, Digital Transformation, Operational excellence, Mergers & Acquisitions, Cross Culture team Management

#### By Order of the Board of Directors

For PDS Limited

(Erstwhile, PDS Multinational Fashions Limited)

Sd/-

**Abhishekh Kanoi**

**Head of Legal & Company Secretary**

**ICSI Membership No.: F-9530**

**Place:** Mumbai

**Date:** May 11, 2023

**Address:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai 400093, Maharashtra, India