

PDS/SE/2022-23/195

December 22, 2022

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Scrip Symbol: PDSL	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 538730
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Re: ISIN - INE111Q01021**Sub: Results of Postal Ballot initiated vide Postal Ballot Notice dated November 7, 2022**

Dear Sir/Madam,

This is further to our Letter no. dated November 21, 2022 informing about seeking approval of the Members of the Company by way of Ordinary Resolution as mentioned in Postal Ballot Notice dated November 7, 2022 through remote e-Voting for the approval of the appointment of Mr. Pallak Seth (DIN: 00003040) as an Executive Vice Chairman 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 December 22, 2022. Only Item of special business, contained in the Notice of the Postal Ballot pertaining to Appointment of Mr. Pallak Seth (DIN: 00003040) as an Executive Vice Chairman of the Company, was approved by the Members with requisite majority. The details of Voting Results, as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 Scrutinizer Report on the Postal Ballot process as **Annexure – 2**. The aforesaid annexures are also being uploaded on the Company's website at <https://www.pdsmultinational.com/> and on the website of the Registrar & Share Transfer Agent, Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

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

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

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 Limited (Erstwhile PDS Multinational Fashions Limited)
2	Date of Postal Ballot Notice	Monday, November 7, 2022
3	Voting: Start date End date	Tuesday, November 22, 2022 Wednesday, December 21, 2022
4	Total No. of Shareholders as on Cut-off Date i.e. Friday, November 18, 2022	17535
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

*for PDS Limited
(Erstwhile PDS Multinational Fashions Limited)*

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

PDS Limited

Resolution Required : (Ordinary)		APPROVAL OF THE APPOINTMENT OF MR. PALLAK SETH (DIN: 00003040) AS AN EXECUTIVE VICE CHAIRMAN OF THE COMPANY						
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	86799430	86717035	99.9051	86717035	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		86717035	99.9051	86717035	0	100.0000	0.0000
Public Institutions	E-Voting	5484291	115398	2.1042	115398	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		115398	2.1042	115398	0	100.0000	0.0000
Public Non Institutions	E-Voting	38199899	1944	0.0051	1874	70	96.3992	3.6008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1944	0.0051	1874	70	96.3992	3.6008
Total		130483620	86834377	66.5481	86834307	70	99.9999	0.0001



Date: December 22, 2022

SCRUTINIZER'S REPORT

To,
The Chairman / Board of Directors
PDS Limited
[Erstwhile PDS Multinational Fashions Limited]
Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.

[CIN: L18101MH2011PLC388088]

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. 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 and General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 respectively 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 Limited (Erstwhile PDS Multinational Fashions Limited) ("**the Company**") on Monday, November 7, 2022, 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 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 Resolution 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	Ordinary Resolution	Approval of the appointment of Mr. Pallak Seth (DIN: 00003040) as an Executive Vice Chairman of the Company.



1. In connection with the above referred matters, I submit my report as under:
 - 1.1 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 has completed the dispatch of Postal Ballot Notice by email on Monday, November 21, 2022 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, November 18, 2022 (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 (All India Edition) and in Mumbai Lakshadeep (Mumbai Edition) on Tuesday, November 22, 2022.
 - 1.4 The remote e-voting period commenced on Tuesday, November 22, 2022 (9:00 A.M. IST) and ended on Wednesday, December 21, 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, December 21, 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, December 21, 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, November 18, 2022 (“**Cut-Off Date**”) was Rs. 26,09,67,240/- (Rupees Twenty-Six Crores Nine Lakhs Sixty-Seven Thousand Two Hundred and Forty Only) consisting of 13,04,83,620 (Thirteen Crore Four Lakh Eighty Three Thousand Six Hundred Twenty) Equity Shares of Face Value Rs. 2/- (Rupees Two Only) each
 - 1.7 The registers and all other related documents shall remain in my safe custody until the Chairman 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 THE APPOINTMENT OF MR. PALLAK SETH (DIN: 00003040) AS AN EXECUTIVE VICE CHAIRMAN OF THE COMPANY**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	8,68,34,307	8,68,34,307	99.99
Dissent	NA	70	70	Negligible
Total	NA	8,68,34,377	8,68,34,377	100

Therefore, the Resolution No. 1, have been approved with requisite majority. The detailed break up of voting through e-voting in respect of the Resolution No. 1 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 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]

Peer Review Certificate No.: 2064/2022

MOHIT
MAHESHWARI

Digitally signed by
MOHIT MAHESHWARI
Date: 2022.12.22
13:00:47 +05'30'

Mohit Maheshwari

Partner

Membership No: F9565

Certificate of Practice No: 19946

UDIN: F009565D002776054

Date: 22.12.2022

Place: Noida, U.P.

Countersigned by

ABHISHEK
H KANOJ

Digitally signed by
ABHISHEKH KANOJ
Date: 2022.12.22
14:00:52 +05'30'

**Chairman/Authorized
Signatory**

**Annexure - A**

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

RESOLUTION NO. 1 – ORDINARY RESOLUTION**APPROVAL OF THE APPOINTMENT OF MR. PALLAK SETH (DIN: 00003040) AS AN EXECUTIVE VICE CHAIRMAN 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	63	8,68,34,377	17,36,68,754	66.55
(b) Less: Abstained	-	-	-	-
(c) Net Valid Votes	63	8,68,34,377	17,36,68,754	66.55
(d) Votes with Assent	55	8,68,34,307	17,36,68,614	66.55
(e) Votes with dissent	8	70	140	Negligible