

PDS/SE/2023-24/252

June 17, 2023

<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: Results of Postal Ballot initiated vide Postal Ballot Notice dated May 11, 2023**

Dear Sir/Madam,

This is further to our letter dated May 16, 2023, informing about seeking approval of the Members of the Company by way of special resolution as mentioned in the Postal Ballot Notice dated May 11, 2023 through Remote e-Voting for approval of appointment of Mr. B. G. Srinivas (DIN: 00517585) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. March 28, 2023 upto March 27, 2028 (both days inclusive).

We would like to inform you that post receipt of the Scrutinizer Report, results of postal ballot were declared today i.e. June 17, 2023. Only Item of special business, contained in the Notice of the Postal Ballot pertaining to appointment of Mr. B. G. Srinivas (DIN: 00517585) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years, 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 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 Scrutinizer Report on the Postal Ballot process as **Annexure – 2**. The aforesaid annexures are also being uploaded on the Company's website at [www.pdsltd.com](http://www.pdsltd.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 Limited

(Erstwhile PDS Multinational Fashions Limited)

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Abhishekh Kanoi

Head of Legal &amp; Company Secretary

ICSI Membership No.: F-9530

Encl.: As above

**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 Limited (Erstwhile PDS Multinational Fashions Limited)
2	Date of Postal Ballot Notice	Thursday, May 11, 2023
3	<b>Voting:</b> Start date End date	Wednesday, May 17, 2023 Thursday, June 15, 2023
4	Total No. of Shareholders as on Cut-off Date i.e. Friday, May 12, 2023	21,485
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)

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ABHISHEKH KANOI

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Date: 2023.06.17  
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Abhishekh Kanoi

Head of Legal & Company Secretary

ICSI Membership No.: F-9530

**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.pdsLtd.com 📧 info@pdsLtd.com

PDS Limited								
Resolution Required : (Special)			Approval of appointment of Mr. B. G. Srinivas (DIN: 00517585) as Non-Executive Independent Director of the Company for a term of 5 consecutive years					
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	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
	<b>Total</b>		<b>86717035</b>	<b>99.9051</b>	<b>86717035</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4818744	134528	2.7918	134528	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>134528</b>	<b>2.7918</b>	<b>134528</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	39309546	5347	0.0136	4831	516	90.3497	9.6503
	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>5347</b>	<b>0.0136</b>	<b>4831</b>	<b>516</b>	<b>90.3497</b>	<b>9.6503</b>
<b>Total</b>		<b>130927720</b>	<b>86856910</b>	<b>66.3396</b>	<b>86856394</b>	<b>516</b>	<b>99.9994</b>	<b>0.0006</b>

Notes: 2 (Two) Members in Public Non Institutions holding 102 Shares abstained from voting on the aforesaid resolution

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**ABHISHE** by ABHISHEKH  
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Date: 2023.06.17  
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Date: June 17, 2023

**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. 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 December 28, 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 / Madam,

Pursuant to the resolution passed by the Board of Directors of PDS Limited (Erstwhile PDS Multinational Fashions Limited) ("**the Company**") on Thursday, May 11, 2023, I, Ankush Agrawal, 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	Special Resolution	Appointment of Mr. B. G. Srinivas (DIN: 00517585) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years

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 Tuesday, May 16, 2023 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, May 12, 2023 (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 newspaper advertisement before dispatch of Postal Ballot Notice in Business Standard (All India Edition, English Daily) and Mumbai Lakshadeep (Mumbai Edition, Marathi Daily) on Friday, May 12, 2023 requesting shareholders of the Company to update/register their email id’s.
  - 1.4 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, English Daily) and Mumbai Lakshadeep (Mumbai Edition, Marathi Daily) on Wednesday, May 17, 2023.
  - 1.5 The remote e-voting period commenced on Wednesday May 17, 2023 (9:00 A.M. IST) and ended on Thursday, June 15, 2023 (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>.
  - 1.6 E-votes cast up to the close of working hour (i.e. 5:00 P.M. IST) on Thursday, June 15, 2023 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 Thursday, June 15, 2023 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.
  - 1.7 The total voting capital of the Company for determining the voting rights as on Friday, May 12, 2023 (“**Cut-Off Date**”) was Rs. 26,18,55,440 (Rupees Twenty Six Crore Eighteen Lakh Fifty Five Thousand Four Hundred and Forty) consisting of 13,09,27,720 (Thirteen Crore Nine Lakh Twenty Seven Thousand Seven Hundred and Twenty) Equity Shares of Face Value Rs. 2/- (Rupees Two Only) each.
  - 1.8 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:**

**APPOINTMENT OF MR. B. G. SRINIVAS (DIN: 00517585) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS**



**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

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D: +120 120 5178033

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid e-Votes</b>			<b>Percentage of total net valid e-Votes casted</b>
	<b>Postal-Ballot</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	NA	8,68,56,394	8,68,56,394	99.999
Dissent	NA	516	516	0.001
<b>Total</b>	<b>NA</b>	<b>8,68,56,910</b>	<b>8,68,56,910</b>	<b>100.00</b>

**Note:**

- (a) 2 (Two) Members holding 102 Shares abstained from voting on the Resolution No. 1 and therefore these shares (i.e. 102) were not considered for reckoning valid e-Votes; and
- (b) 1 Member voted less by 1 Share on the Resolution No. 1 than the shares he/she holds and therefore this share (i.e. 1 Share) was not considered for reckoning valid e-Votes.

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 Resolution 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

**ANKUSH**

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ANKUSH AGARWAL

**AGARWAL**

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**Ankush Agrawal**

**Partner**

**Membership No:**F9719

**Certificate of Practice No:**14486

**UDIN\***

**Countersigned by**

**ABHISHE**

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ABHISHEKH KANOI

**KH KANOI**

Date: 2023.06.17  
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**Chairman/Authorized**

**Signatory**

**Date:** 17-06-2023

**Place:** Noida, U.P.

\* Due to technical issues on the Portal of Institute of Company Secretaries of India, the UDIN could not be generated



**MAKS & CO.**

Company Secretaries

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**Annexure - A**

A detailed summary of the Postal Ballot Result is given herein below:

**RESOLUTION NO. 1 – SPECIAL RESOLUTION**

**APPOINTMENT OF MR. B. G. SRINIVAS (DIN: 00517585) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS**

<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	91	8,68,57,012	17,37,14,024	66.34
(b) Less: Abstained	2	102	204	Negligible
(c) Net Valid Votes	89	8,68,56,910	17,37,13,820	66.34
(d) Votes with Assent	78	8,68,56,394	17,37,12,788	66.34
(e) Votes with Dissent	11	516	1,032	Negligible