



PDS

Global | Collaborative | Digital | Ethical

PDS/SE/2023-24/306

November 3, 2023

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
---	--

Re: ISIN - INE111Q01021

Sub: Notice of Postal Ballot

Dear Sir/Madam,

In continuation of our earlier communication dated November 1, 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 November 1, 2023 along with Explanatory Statement being sent to the Members of the Company today i.e November 3, 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	Monday, October 30, 2023 <i>[for determining the members entitled for remote e-voting and 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)	Friday, November 3, 2023
3	Date of Commencement of e-Voting	Saturday, November 4, 2023 at 9:00 A.M. (IST)
4	Date of Ending of e-Voting ("Last Date")	Sunday, December 3, 2023 at 5:00 P.M. (IST)
5	Date on which resolution will be deemed to be passed	Sunday, December 3, 2023
6	Results of Postal Ballot	On or before Tuesday, December 5, 2023

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



info@pdsmultinational.com



PDS

Global | Collaborative | Digital | Ethical

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 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



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@pdsitd.com • Website: www.pdsitd.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 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022, General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated September 25, 2023 (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	:	Saturday, November 04, 2023 (9:00 A.M. IST)
End of e-voting	:	Sunday, December 03, 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, 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 Monday, October 30, 2023 (“**Cut-off Date**”).

In compliance with the requirements of the MCA Circulars, 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 matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached..

You are requested to peruse the proposed Resolutions 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 BUSINESSES:

ITEM NO. 1

To increase in the Authorized Share Capital of the Company and Alteration of Capital Clause of the Memorandum of Association of the Company, and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any amendment thereto or re-enactment thereof), the consent of the Shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“**V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each.**”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board of Directors in this regard.”

ITEM NO. 2

To consider and approve authorisation for issuance of securities of the Company through permissible modes of fund raising and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

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 • Website: www.pds Ltd.com • Tel: +91 22 41441100



Global, Collaboration, Digital, Ethical

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 55, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), (the **“Companies Act”**), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended (**“SEBI NCS Regulations”**), the Foreign Exchange Management Act, 1999, (**“FEMA”**) including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the **“ECB Guidelines”**), the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, as amended (the **“2014 Scheme”**), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India (**“SEBI”**) and as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the **“1993 Scheme”**), the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), SEBI, BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**, and together with BSE, the **“Stock Exchanges”**) or any other stock exchange where the equity shares of face value of ₹ 2 (Rupees two only) each (**“Equity Shares”**) of the Company are listed (together the **“Stock Exchanges”**), the Registrar of Companies, Mumbai, and/ or any other relevant law/ guideline(s) and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the **“Appropriate Authorities”**), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), permission(s) sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, permission, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall deemed to mean and include any committee(s) duly constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), shareholders of the Company do and hereby authorise the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), by way of an offer document/prospectus or such other document, in India or abroad, such number of Equity Shares of the face value of ₹ 2 (Rupees two only) each and aggregating up to ₹ 625 Crores (Rupees Six Hundred Twenty Five Crores) (inclusive of premium amount, if any), whether at a discount (subject to Section 53 of the Companies Act, 2013) or premium to the market price, from time to time in one or more tranches, including but not limited to one or more of the existing shareholders/members, employees of the Company, qualified institutional buyers within the meaning prescribed under SEBI ICDR Regulations (**“QIBs”**) pursuant to a qualified institutional placement (**“QIP”**), through a placement document and at such price and such terms and conditions as may be determined in accordance with the relevant provisions of SEBI ICDR Regulations or such other entities, authorities or any other category of investors who are authorized to subscribe to the equity shares of the Company as per the extant regulations/ guidelines, as deemed appropriate by the Board, and/ or any securities convertible or exchangeable into such number of Equity Shares, including but not limited to convertible debentures and/ or preference shares (compulsory and/ or optionally, fully and/ or partly) and/ or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/ or foreign currency convertible bonds (**“FCCB”**) and/ or debentures/ non-convertible debt instruments along with warrants/ convertible debentures/ securities and/ or foreign currency exchangeable bonds (**“FCEB”**) which are convertible or exchangeable into equity shares at the option of the Company, by way of public issuance or private placement or any other method permitted under applicable laws, and/ or preference shares and/ or global depository receipts (**“GDRs”**) and/ or American depository receipts (**“ADRs”**) and/ or any other financial instruments/ securities convertible into and/ or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as **“Securities”**), secured/ un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies, and/ or any combination of any of the aforementioned Securities, in one or more tranches and/ or one or more issuances simultaneously or otherwise aggregating up to ₹ 625 Crores (Rupees Six Hundred Twenty Five Crores) or its equivalent in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), through one or more public issue(s), rights issue(s), preferential issue(s), private placement(s), QIP pursuant to Chapter VI of SEBI ICDR Regulations, and/ or any combination thereof or any other method as may be permitted under applicable laws to one or more eligible investors, in the course of domestic or international offerings, through issue of prospectus and/ or letter of offer and/ or placement document and/ or offering circular and/ or other permissible/ requisite offer documents to any eligible person, including QIBs, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, public financial institutions, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, insurance companies, provident fund with minimum applicable corpus and/ or any other categories of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are Members of the Company, (collectively referred to as the **“Investors”**), at such price or at a discount or premium to market price, as may be permitted under applicable laws, and in such manner and on such terms and conditions as the Board may determine, considering the prevailing market conditions and other relevant factors, where necessary in consultation with the lead managers, merchant

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@pdsitd.com • Website: www.pdsitd.com • Tel: +91 22 41441100



bankers, underwriters, guarantors, financial and/ or legal advisors, depositories, registrars and other agencies, and as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of Securities and/ or categories of Investors to whom to offer, issue and allot such Securities as may be permitted under applicable laws and regulations.

RESOLVED FURTHER THAT such issue, offer or allotment shall be by one or more of the following modes, i.e., by way of public issue, rights issue, and/ or on a private placement basis, including QIP, with or without over-allotment option and that such offer, issue, placement and allotment be made as per the applicable and relevant laws/guidelines, as the Board may deem fit.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, SEBI Listing Regulations and 1993 Scheme, as applicable, the relevant date for determining the price of the Securities to be issued by way of QIP/ FPO/ rights issue/ FCCBs/ FCEBs or any other permissible mode shall be the date of the meeting in which the Board decides to open the proposed issue or such other date, as may be prescribed in accordance with applicable laws.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolutions:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring; and
- (c) in case of QIP, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.

RESOLVED FURTHER THAT, if the Company proposes to issue and allot any Securities by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and SEBI Listing Regulations:

1. the issue and allotment of Securities by way of QIP to QIBs shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/ or the SEBI ICDR Regulations, from time to time;
2. the "relevant date" for determination of the floor price of the Equity Shares to be issued shall be:
 - a) in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the proposed issue, and/ or
 - b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.
3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations ("QIP Floor Price"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of up to 5% (five per cent) or such other discount as may be permitted under applicable law for any of Securities.
4. the issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws (or any combination of the Securities as decided by the Board), shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.
5. the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in SEBI regs shall be complied with.
6. no partly paid-up Equity Shares or other Securities shall be issued/ allotted.
7. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.
8. the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time. Furthermore, the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, or ADRs/GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or in accordance with any other applicable laws, guidelines or regulations issued by a statutory, governmental or regulatory body, as the case may be.

RESOLVED FURTHER THAT the Board be and hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and/ or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/ domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/ or international practice and regulations and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/ or underwriters and/ or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, in consultation with the lead manager(s), advisors and/ or other intermediaries as may be appointed in relation to the issue of Securities, to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, escrow agreement, trust deed, agency agreement, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc, and to enter into and execute all such agreements/ arrangements/ memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/ or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT such of those equity shares as are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/ guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/ or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest

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@pdsitd.com • Website: www.pdsitd.com • Tel: +91 22 41441100



and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint/engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Eligible Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to the Director and/or CEO or CFO or Company Secretary or to the or any other Senior Executive of the Company and/ or to any committee of the Board, which may be/have been constituted to exercise its powers including the powers conferred by this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/ or internationally recognised stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

ITEM NO. 3

To approve authorization for providing Loan, Guarantee / Security and Investments by the Company to any Other Body Corporate 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 in supersession of the earlier special resolution passed by the shareholders on July 30, 2021, and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Company's Memorandum and Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate including subsidiary/group companies on such terms and conditions as to repayment thereof and interest thereon or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate including subsidiary/ group companies , up to an amount of Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) or equivalent amount in any other foreign currency, notwithstanding that the aggregate of the loans so far made or to be made and/ or guarantees so far given or to be given and/or securities so far provided or to be provided and/or securities so far acquired or to be acquired may exceed the limit of 60% (sixty percent) of aggregate of paid up Share Capital and Free Reserves and Securities Premium Account or 100% (one hundred) percent of the Free Reserves and Securities Premium Account of the Company, whichever is more and remaining outstanding at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or Key Managerial Personnel of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members."

ITEM NO. 4

To increase the borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 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 in supersession of the earlier resolution passed by the members on September 26, 2014 in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of Companies Act, 2013, as amended from time to time and pursuant to the recommendations of the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for borrowing from time to time, any sum of monies, whether in Indian or foreign currency, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the Ordinary course of business) which may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 2,500 Crore (Rupees Two Thousand Five Hundred Crores Only) over and above the aggregate of the paid-up capital of the Company and its free reserves and securities premium."

RESOLVED FURTHER THAT the Board (which includes any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed by relevant authorities and as may be necessary for the purpose of giving effect to this Resolution or

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



to take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

ITEM NO. 5

To authorize Board for creation of securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013 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** in supersession of the earlier special resolution passed by the shareholders on July 30, 2021, authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate (hereinafter referred to as ‘Lending Agencies’) and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors and/or Chief Executive Officer and/or Company Secretary of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

ITEM NO. 6

To authorize the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B 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** in modification of the earlier resolution passed by the Shareholders on July 30, 2021 in this regard and pursuant to the provisions of Section 67(3), 62(1)(b) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), the circulars issued by Securities and Exchange Board of India (“SEBI”), the Foreign Exchange Management Act (including statutory modifications or reenactment of aforesaid and for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company, other law, notifications, circulars, rules and clarifications, guidance as may be applicable and relevant and subject to requisite approvals of the SEBI, Stock Exchanges and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approvals as may be agreed by the Board of the Company, consent of the Members of the Company be and is hereby accorded to the Company to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to PDS Multinational Fashions ESOP Trust (“Trust”), an irrevocable trust set-up by the Company in one or more tranches not exceeding, i.e. 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free Reserves for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares (“Shares”) as may be prescribed under PDS ESOP (B) 2021 (“Scheme”) or any other share based employee benefit plan which may be introduced by the Company from time to time (“Employee Benefit Scheme(s)”) from time to time, with a view to deal in such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB) Regulations, Companies Act, 2013 and any other applicable laws and regulations such that the total amount of loan outstanding at any time shall not exceed Rs. 9,20,00,000/- (Rupees Nine Crores Twenty Lakhs Only).

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time by utilising the proceeds realised from exercise of Employee Stock Options during the term of the Scheme and/or Employee Benefit Scheme(s), as the case may be, and the amounts accrued to the Trust at the time of termination of the Scheme and/or Employee Benefit Scheme(s), as the case may be.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by the SEBI (SBEB) Regulations.

RESOLVED FURTHER THAT the trustees of the Trust shall not vote in respect of the Shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance with the provisions of the SEBI (SBEB) Regulations, the Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof) be and is hereby authorized in its absolute discretion as it deems fit; for the aforesaid purpose, to give effect to this Resolution as may be necessary from time to time; to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve/ authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to any committee, the Company Secretary, any officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary,

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

ITEM NO. 7

To change the designation of Ms. Yael Gairola (DIN: 08434509) from ‘Non-Executive – Independent Director’ to ‘Non-Executive – Non-Independent Director’ 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement), 2015) (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to the change the designation of Ms. Yael Gairola (DIN: 08434509) from ‘Non-Executive – Independent Director’ to ‘Non-Executive – Non-Independent Director’ of the Company liable to retire by rotation, with effect from July 26, 2023.

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

Place: Mumbai

Date: November 1, 2023

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 resolutions 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, General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated September 25, 2023 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 Monday, October 30, 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. The same can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited (“**BSE**”) at www.bseindia.com and National Stock Exchanges of India Limited (“**NSE**”) 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 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.

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



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. Monday, October 30, 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 resolutions 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. Monday, October 30, 2023.
10. The Board of Directors of the Company in its meeting held on Wednesday, November 01, 2023, has appointed Mr. Gaurav Sainani (Membership No. A 36600 & Certificate of Practice No. 24482) and Mr. Sunny Gogiya (Membership No. A 56804 & Certificate of Practice No. 21563), Partners, M/s. SGGs and Associates, Company Secretaries 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, website of BSE at www.bseindia.com and NSE at 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 ("the 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).
14. 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.
15. Some of the important details regarding the Remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through remote e-voting	Monday, October 30, 2023
Commencement of e-voting period	Saturday, November 04, 2023 at 9.00 A.M. (IST)
End of e-voting period	Sunday, December 03, 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 Sunday, December 03, 2023.

16. 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 with copies marked to the Company at investors@pdsLtd.com and to its RTA at delhi@linkintime.co.in.
17. Resolutions, 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. Sunday, December 03, 2023 in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.
18. 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.
19. 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 vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers. The folios wherein any one of the above cited documents/details are not available on or after December 31, 2023 shall be frozen. The security holders whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid complete documents details or for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024. However, an intimation shall be sent by the Company to the security holder that such payment is due and shall be made electronically only upon complying with the aforesaid requirements. Frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

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>

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@pdsitd.com • Website: www.pdsitd.com • Tel: +91 22 41441100



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 Saturday, November 04, 2023 and ends at 5.00 P.M. (IST) on Sunday, December 03, 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. Monday, October 30, 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.

21. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING THROUGH ELECTRONIC MEANS ARE AS UNDER:

- (i) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants would be able to cast their vote without having to register again with the e-voting service providers (ESP's), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, login method for e-voting is given below:

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

LOGIN METHOD –

FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE/ PHYSICAL MODE IS GIVEN BELOW:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.• After successful authentication, you will be able to see e-Voting 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 and you will be redirected to e-Voting service provider website for casting your vote during the Remote e-Voting period or joining virtual meeting & voting during the meeting.• If the user is 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 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



	<ul style="list-style-type: none"> • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ¶Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.

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 RTA 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.

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@pdsitd.com • Website: www.pdsitd.com • Tel: +91 22 41441100



FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE & EVOTING SERVICE PROVIDER IS LINKINTIME, HAVE FORGOTTEN THE PASSWORD:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members 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.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAVE FORGOTTEN THE PASSWORD:

- Shareholders/ members 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".

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ INSTITUTIONAL SHAREHOLDERS & EVOTING SERVICE PROVIDER IS LINKINTIME:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-Voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: +91 22 –4918 6000.

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

Place: Mumbai
Date: November 1, 2023

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED NOVEMBER 1, 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 to Item No. 7 of the accompanying Notice dated November 1, 2023:

Item No. 1

An increase in the authorized share capital of the Company requires an alteration to the Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company consequent to the alteration in Clause V of the Memorandum of Association would require approval from the Shareholders of the Company.

The Members are informed that considering the overall business growth and future expansion and the operational needs of the Company, the Company may raise funds for its operations by means of equity, debt or any convertible instrument. While the Company is considering the various options, it is now proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof.

Presently, Authorized Share Capital of the Company is Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each. It is proposed to increase the Authorized Share Capital to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each

In the view of aforesaid, Clause V of the Memorandum of Association of the Company shall also be amended accordingly.

The Board of Directors of the Company at their meeting held on November 1, 2023 approved and recommended to the shareholders for increase in the Authorised Share Capital and consequently alteration in the Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

The Board recommends the Resolution as mentioned at Item No. 1 for approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives may be deemed to be concerned or interested in the said Resolution as set out at Item No. 1 of accompanying Notice except to the extent of their shareholding in the Company, if any.

Item No. 2

Authorisation for issuance of securities of the Company through permissible modes of fund raising

The Company shall utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for one or more, or any combination of the following: (i) investment in various organic or inorganic growth opportunities in the Company or its subsidiaries (including overseas subsidiaries), joint ventures, affiliates or otherwise (ii) prepayment / repayment of outstanding borrowing of the Company, or its subsidiaries (including overseas subsidiaries), joint ventures, affiliates or otherwise (iii) investing in other companies whether subsidiaries (including overseas subsidiaries), joint ventures, affiliates or otherwise, whether through equity, debt, or any other convertible instrument; (iv) to meet the long term capital requirements of the Company including its subsidiaries (including overseas subsidiaries), joint ventures, affiliates or otherwise; and (v) to strengthening the balance sheet of the Company or its subsidiaries (including overseas subsidiaries), joint ventures, affiliates or otherwise and for any other general corporate purposes as may be permitted under the applicable laws and as may be decided by the Board or the duly constituted committee thereof. The proposed/ actual utilization/deployment of proceeds will be in the manner and as determined by the Board or its duly constituted committee at its discretion and in accordance with the applicable laws. In view of the above, the Board of Directors envisages that the growth and expansion plans may necessitate raising funds.

The requirement of funds is proposed to be met from both equity and debt from issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management.

The Board of Directors, accordingly, at their meeting held on November 1, 2023 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of securities and/ or Global Depository Receipts ("GDRs") and/ or American Depository Receipts ("ADRs") and/ or Foreign Currency Convertible Bonds ("FCCBs") and/ or Convertible Bonds/ Debentures non-convertible debt instruments along with warrants/ securities or any equity based instrument(s) ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and/ or qualified institutional placement ("QIP") and/ or rights issue and/ or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, as amended (the "SEBI ICDR Regulations") or as per other applicable rules and regulations, for raising of the funds aggregating up to Rs.625 Crores (Rupees Six Hundred Twenty Five Crores only) or its equivalent in any other currency(ies) under section 62 read with section 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws.

The enabling resolution is proposed to be passed as a special resolution pursuant to Sections 42 and 62(1)(c) of the Companies Act, 2013 which, read with Regulation 41(4) of the SEBI Listing Regulations provides that whenever any further issue or offer is being made by the Company, the existing shareholders should be offered the same on pro-rata basis unless the shareholders through postal ballot decide otherwise. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the

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@pdsitd.com • Website: www.pdsitd.com • Tel: +91 22 41441100



securities on pro-rata basis to the existing shareholders or otherwise.

The Resolution further seeks to empower the Board of Directors to undertake a QIP with QIBs as prescribed by SEBI ICDR Regulations. The Board of Directors may, in their discretion, adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

Certain terms of the proposed QIP, in the manner as set out in the resolution vide agenda item no 2 of this Notice, would be as under:

Maximum Amount to be raised/ number of Securities to be Issued:

The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combination thereof as mentioned in the resolution would be aggregating up to Rs 625 Crores (Rupees Six Hundred Twenty Five Crores only) its equivalent in any other currency(ies).

The issue of Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board or its duly constituted committee may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to SEBI regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

Pricing

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, the 1993 Scheme or other applicable laws. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

Since, the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board or its duly authorised committee to finalize the terms of the securities that may be issued to the qualified institutional buyers in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

Relevant Date

The relevant date for determining the issue price of the Securities by way of QIP/ FPO/ rights issue/ FCCB/ FCEB or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the 1993 Scheme, be:

- in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the proposed issue, and/ or;
- in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

Change in Control

There would be no change in control pursuant to the said issue of Securities.

Listing

The Securities to be issued will be listed on one or more recognized stock exchanges in India and/ or abroad.

Class or Classes of persons to whom the Securities will be offered

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members.

Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management

The Promoters, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

Transferability of Securities

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Proposed time within which the allotment shall be completed

In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at Item No. 2 of this Notice.

The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP.

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



The equity shares to be allotted shall rank *pari passu* in all respects with the existing equity shares of the Company.

The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Securities that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The Board, accordingly, recommends passing of the resolution as set out at Item No. 2 of this Notice for the approval of the members as special resolution.

In terms of Section 102(1) of the Companies Act, 2013, it is submitted that none of the Directors, Key Managerial Personnel or Senior Management of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in the passing of the aforesaid resolution as set out at Item No. 2 except to the extent of their shareholding, if any, in Company.

Item No. 3

Authorization for providing Loan, Guarantee / Security and Investments by the Company to any Other Body Corporate

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“the Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

The Shareholders of the Company on July 30, 2021 had approved investments and loans made and the amounts for which guarantee or security provided to or in all bodies corporate including subsidiary/ group companies and outstanding at any time does upto an amount of Rs. 2,000 Crores (Rupees Two Thousand Crores Only) or equivalent amount in any other foreign currency. Accordingly, it is proposed to increase to provide loans, guarantees and make investments up to a sum of Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) over and above the aggregate of free reserves and securities premium account of the Company at any point of time and recommend passing of this Resolution by way of a Special Resolution.

The Board recommends the above referred Special Resolution as set forth in Item No. 3 of the accompanying Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the Resolution as set-out at Item No. 3 of the accompanying notice, except in the ordinary course of business and to the extent to their shareholding.

Item Nos. 4&5

Increase in the borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 and to authorize Board for creation of securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013

As per the provisions of Clause (a) of Sub- Section (1) of Section 180 of Companies Act, 2013 (“the Act”), the Board of Directors of the Company shall not create charge/ mortgage/ hypothecate the movable and / or immovable properties of the Company unless the same is authorized by the Members of the Company by way of Special Resolution.

Further, in terms of provisions of Section 180(1)(c) of the Act, the Board of Directors of the Company cannot, except with the consent of the Members in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), in excess of the aggregate of the paid-up share capital, free reserves and securities premium.

Members may note that pursuant to Section 180(1)(a) and Section 180(1) (c) of the Act, the Shareholders had passed Special Resolutions dated July 30, 2021 and September 26, 2014 respectively for borrowing upto Rs. 500 Crores under Section 180(1)(c) of the Act and for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only) under Section 180(1)(a) of the Act.

In contemplation of business expansion and in order to fulfil business needs in the future, the Board may have to resort to multiple financing alternatives, the amount of which is expected to exceed the aforesaid approved existing borrowing limits.

Accordingly, it is proposed to increase limits under Section 180(1) (a) and Section 180(1) (c) of the Act upto an amount Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) for the approval of Shareholders by way of Special Resolution(s).

The Board recommends the above referred Special Resolutions as set forth in Item Nos. 4 & 5 of the accompanying Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the Resolution as set-out at Item Nos. 4 & 5 of the accompanying notice, except in the ordinary course of business and extent to their shareholding.

Item No. 6

Authorization to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire Equity Shares of the Company for implementation of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 - Plan B

In order to execute PDS Multinational Fashions Limited - Employees Stock Option Plan - Plan through Trust Route, the company needs to

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@pdsitd.com • Website: www.pdsitd.com • Tel: +91 22 41441100



make provisioning of funds to the Trust so as to enable it to purchase the Shares of the Company.

Members may note that pursuant to Section 67(3), 62(1)(b) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Shareholders had passed a Special Resolution dated July 30, 2021 authorizing the Company to provide loan upto Rs. 5.80 Crores (Rupees Five Crores Eighty Lakhs only) to PDS Multinational Fashions ESOP Trust ("Trust") to acquire equity shares of the Company for implementation of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 - Plan B ("**PDS ESOP (B) 2021**") by way of a trust for the employees of the Company and subsidiary companies for their continuous hard work, dedication and support in addition to the employees of the Company.

Accordingly, on the basis of Financials for the year ended March 31, 2021, the Company has granted a loan of Rs. 5.80 Crores (Rupees Five Crores Eighty Lakhs only) to the Trust to subscribe to as well as acquire Equity Shares of the Company from the secondary market for implementation of the PDS ESOP (B) 2021.

In view of the aforesaid, the Company is proposing to enhance the loan amount from Rs. 5.80 Crores (Rupees Five Crores Eighty Lakhs only) to Rs. 9.20 Crores (Rupees Nine Crores Twenty Lakhs only) considering limit does not exceed 5% of the Paid-up Equity Capital and Free Reserves as provided in the Companies Act, 2013 on Financials for the year ended March 31, 2023.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:

<p>1. The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.</p>	<p>The class of Employees for whose benefit the PDS ESOP (B) 2021 (Scheme) is being implemented and money is being provided for purchase of or subscription to Shares is as follow:</p> <p>a permanent employee of the Company working in India or out of India;</p> <p>a Director of the Company or an employee, as defined in sub-clauses (i) or (ii) of a Subsidiary of the Company, in India or out of India, or of a holding company of the Company, but excludes – (a) an individual who is a Promoter or belongs to the Promoter Group; (b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares; and (c) an independent director (within the meaning of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable).</p>
<p>2. The particulars of the Trustee or Employees in whose favor such Shares are to be registered.</p>	<p>Name of the Trustees: Vistra ITCL (India) Limited</p>
<p>3. Particulars of Trust.</p>	<p>Name of the Trust: PDS Multinational Fashions ESOP Trust</p> <p>Address of the Trust: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road, Andheri (East), Mumbai – 400093, Maharashtra (India).</p>
<p>4. Name, Address, Occupation and Nationality of Trustees.</p>	<p>Name: Vistra ITCL (India) Limited</p> <p>Address: The IL&FS Financial Center Plot No. C-22, G Block, 7th Floor Bandra Kurla Complex Bandra (East), Mumbai 400051</p> <p>Occupation: NA</p> <p>Nationality: NA</p>
<p>5. Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.</p>	<p>None</p>
<p>6. Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.</p>	<p>The Key Managerial personnel and Directors are interested in the PDS ESOP (B) 2021 only to the extent, to the Options that may be granted to them, if any, under the Scheme.</p>
<p>7. The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme</p>	<p>Other than the Options granted in accordance with PDS ESOP (B) 2021 through trust route, the employees are not being granted any other benefits under the PDS ESOP (B) 2021.</p>
<p>8. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised</p>	<p>The Trust would be considered as the registered shareholder of the Equity Shares of the Company acquired by the Trust pursuant to the PDS ESOP (B) 2021 till the date of transfer of the Equity Shares to the employees, upon exercise of the option by the relevant employee(s).</p> <p>However, the trustees of the Trust will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Upon transfer of the Equity Shares to the employee(s) upon exercise of the Options, the relevant employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.</p>

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 • Website: www.pdsLtd.com • Tel: +91 22 41441100



In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of PDS ESOP (B) 2021.

The word "**Board**" shall be read and included the Compensation Committee / Nomination and Remuneration Committee and accordingly powers granted to, or exercisable by, the Board as referred in the Resolution and Explanatory Statement or otherwise, shall be exercisable by the aforesaid Committee, unless context requires otherwise or the Board resolve so.

The Board recommends the above referred Special Resolution as set forth in Item No. 6 of the accompanying Notice for your approval.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options and allotted Shares under the Scheme may be considered as concerned or interested in the Special Resolution as set forth in Item No. 6 of the accompanying Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

Item No. 7

Change in the designation of Ms. Yael Gairola (DIN: 08434509) from 'Non-Executive - Independent Director' to 'Non-Executive - Non-Independent Director'

Ms. Yael Gairola (DIN: 08434509) was appointed as Additional Director in capacity of Non-Executive Independent Director of the Company w.e.f. December 8, 2021 and her appointment was regularized in the General Meeting by way of postal ballot of the Company on January 12, 2022 as Non-Executive Independent Director.

The Company is considering to enhance her association with PDS Group across various subsidiaries and benefiting from her enriched experience and compensate her for the same for the services to be provided by her.

Considering the proposed change in the role of Ms. Yael Gairola qua the PDS Group, the Company assessed the independence status of Ms. Yael Gairola and concluded that Ms. Yael Gairola would not meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 (the "**Act**") and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Hence, based on the recommendation of Nomination and Remuneration Committee of the Company, the Board in its meeting held on July 26, 2023 after undertaking objective and subjective assessment regarding Ms. Yael Gairola's independent status in terms of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations had approved, subject to approval of shareholders, the re-designation of Ms. Yael Gairola from 'Non-Executive – Independent Director' to 'Non-Executive – Non-Independent Director' w.e.f July 26, 2023.

Further, Ms. Yael Gairola has also provided disclosures/declarations under Section 149(7) of the Act and/or Regulation 25(8) of the SEBI Listing Regulations in view of the proposed arrangements.

Accordingly, approval of shareholders is sought by way of a Special Resolution to re-designate Ms. Yael Gairola from 'Non-Executive - Independent Director' to 'Non-Executive - Non-Independent Director' w.e.f. July 26, 2023.

The Board recommends the above referred Special Resolution as set forth in Item No. 7 of the accompanying Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Yael Gairola is concerned or interested, financially or otherwise, in the Resolution as set out in this Notice.

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

Place: Mumbai

Date: November 1, 2023