



PDS

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PDS/SE/2023-24/314

December 4, 2023

|   |  |
|---|--|
| <b>Listing Department</b><br><b>National Stock Exchange of India Limited</b><br>Exchange Plaza, C-1 Block G,<br>Bandra Kurla Complex, Bandra (E),<br>Mumbai -400 051<br><b>Scrip Symbol: PDSL</b> | <b>Corporate Relationship Department</b><br><b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br><b>Scrip Code: 538730</b> |
|---|--|

**Re: ISIN - INE111Q01021**

**Sub: Results of Postal Ballot initiated vide Postal Ballot Notice dated November 1, 2023**

Dear Sir/Madam,

This is further to our letter dated November 3, 2023, informing about seeking approval of the Members of the Company by way of ordinary/special resolutions as mentioned in the Postal Ballot Notice dated November 1, 2023 through Remote e-Voting for the following matters:

- Increase in the Authorized Share Capital of the Company and alteration of Capital Clause of the Memorandum of Association of the Company.
- Authorize Fund Raising Through Securities Issuance.
- Authorize Loans, Guarantees, and Investments in any other Body Corporate.
- Increase Borrowing Power under Section 180(1)(c) of Companies Act, 2013.
- Authorize the Board for the creation of securities on the properties of the Company under Section 180(1)(a) of the Companies Act, 2013.
- Grant loan to PDS Multinational Fashions ESOP Trust to acquire Equity Shares of the Company.
- Change in designation of Ms. Yael Gairola (DIN: 08434509) from 'Non-Executive – Independent Director' to 'Non-Executive – Non-Independent Director'.

We would like to inform you that post receipt of the Scrutinizer Report, results of postal ballot were declared today i.e December 4, 2023. All items of special businesses contained in the Notice of the Postal Ballot were approved by the Members with requisite majority. The details of Voting Results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, are enclosed herewith in the prescribed format as **Annexure – 1** for your reference.

We are also enclosing herewith the Scrutinizer Report on the Postal Ballot process as **Annexure – 2**. The aforesaid annexures are also being uploaded on the Company's website at [www.pdsltd.com](http://www.pdsltd.com) and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>, the E-Voting agency.

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

Thanking you,

Yours faithfully,

for **PDS Limited**

(*Erstwhile PDS Multinational Fashions Limited*)

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Date: 2023.12.04  
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**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.pdsltd.com](http://www.pdsltd.com) 📧 [info@psltd.com](mailto:info@psltd.com)

**ANNEXURE – 1****Postal Ballot Voting Results***Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

| Sl. No. | Particulars  | Details  |
|---------|--|--|
| 1       | Company Name   | PDS Limited<br>( <i>Erstwhile PDS Multinational Fashions Limited</i> ) |
| 2       | Date of Postal Ballot Notice   | Wednesday, November 1, 2023  |
| 3       | <b>Voting:</b><br>Start date<br>End date   | Saturday, November 4, 2023<br>Sunday, December 3, 2023                 |
| 4       | Total No. of Shareholders as on Cut-off Date i.e. Monday, October 30, 2023   | 24,726   |
| 5       | No. of Shareholders present in the Meeting either in person or through proxy   | Not Applicable   |
| 6       | Total No. of Shareholders attended the Meeting through Video Conferencing and other Audio-Visual Means facility:<br>a) Promoter and Promoter Group(s):<br>b) Public: | Not Applicable   |

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

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

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

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

CIN: L18101MH2011PLC388088 🌐 [www.pdsltd.com](http://www.pdsltd.com) 📧 [info@psltd.com](mailto:info@psltd.com)

## PDS Limited

| Resolution Required :Ordinary   |                |                    | 1 - Increase in the Authorized Share Capital of the Company and consequently, alteration in the Capital Clause of the Memorandum of Association of the Company |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No   |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]  | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting       | 86799430           | 86602390   | 99.7730                                 | 86602390                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>86602390</b>  | <b>99.7730</b>                          | <b>86602390</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 5052632            | 954640   | 18.8939                                 | 954640                   | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>954640</b>  | <b>18.8939</b>                          | <b>954640</b>            | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 39655783           | 423130   | 1.0670                                  | 422968                   | 162                   | 99.9617                              | 0.0383                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>423130</b>  | <b>1.0670</b>                           | <b>422968</b>            | <b>162</b>            | <b>99.9617</b>                       | <b>0.0383</b>                      |
| <b>Total</b>  |                | <b>131507845</b>   | <b>87980160</b>  | <b>66.9011</b>                          | <b>87979998</b>          | <b>162</b>            | <b>99.9998</b>                       | <b>0.0002</b>                      |

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## PDS Limited

| Resolution Required :Special  |                | 2 - Authorization for issuance of securities of the Company through permissible modes of fund raising |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]   | [2]                 | [3]={{[2]/[1]}}*100                     | [4]                      | [5]                   | [6]={{[4]/[2]}}*100                  | [7]={{[5]/[2]}}*100                |
| Promoter and Promoter Group   | E-Voting       | 86799430  | 86602390            | 99.7730                                 | 86602390                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>86602390</b>     | <b>99.7730</b>                          | <b>86602390</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 5052632   | 954640              | 18.8939                                 | 912126                   | 42514                 | 95.5466                              | 4.4534                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>954640</b>       | <b>18.8939</b>                          | <b>912126</b>            | <b>42514</b>          | <b>95.5466</b>                       | <b>4.4534</b>                      |
| Public Non Institutions   | E-Voting       | 39655783  | 423130              | 1.0670                                  | 422968                   | 162                   | 99.9617                              | 0.0383                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>423130</b>       | <b>1.0670</b>                           | <b>422968</b>            | <b>162</b>            | <b>99.9617</b>                       | <b>0.0383</b>                      |
| <b>Total</b>  |                | <b>131507845</b>  | <b>87980160</b>     | <b>66.9011</b>                          | <b>87937484</b>          | <b>42676</b>          | <b>99.9515</b>                       | <b>0.0485</b>                      |

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**PDS Limited**

Resolution Required :Special

**3 - Authorization for providing Loan, guarantee / security and Investments by the Company to any Other Body Corporate**

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                |                    | [1]                 | [2]                                     | [3]={[2]/[1]}*100        | [4]                   | [5]                                  | [6]={[4]/[2]}*100                  |
| Promoter and Promoter Group | E-Voting       | 86799430           | 86602390            | 99.7730                                 | 86602390                 | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>86602390</b>     | <b>99.7730</b>                          | <b>86602390</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions         | E-Voting       | 5052632            | 954640              | 18.8939                                 | 725976                   | 228664                | 76.0471                              | 23.9529                            |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>954640</b>       | <b>18.8939</b>                          | <b>725976</b>            | <b>228664</b>         | <b>76.0471</b>                       | <b>23.9529</b>                     |
| Public Non Institutions     | E-Voting       | 39655783           | 423130              | 1.0670                                  | 422027                   | 1103                  | 99.7393                              | 0.2607                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>423130</b>       | <b>1.0670</b>                           | <b>422027</b>            | <b>1103</b>           | <b>99.7393</b>                       | <b>0.2607</b>                      |
| <b>Total</b>                |                | <b>131507845</b>   | <b>87980160</b>     | <b>66.9011</b>                          | <b>87750393</b>          | <b>229767</b>         | <b>99.7388</b>                       | <b>0.2612</b>                      |

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**PDS Limited**

| Resolution Required :Special  |                |                    | 4 - Increase in the borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No   |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]  | [3]={{[2]/[1]}*100                      | [4]                      | [5]                   | [6]={{[4]/[2]}*100                   | [7]={{[5]/[2]}*100                 |
| Promoter and Promoter Group   | E-Voting       | 86799430           | 86602390   | 99.7730                                 | 86602390                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>86602390</b>  | <b>99.7730</b>                          | <b>86602390</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 5052632            | 954640   | 18.8939                                 | 912126                   | 42514                 | 95.5466                              | 4.4534                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>954640</b>  | <b>18.8939</b>                          | <b>912126</b>            | <b>42514</b>          | <b>95.5466</b>                       | <b>4.4534</b>                      |
| Public Non Institutions   | E-Voting       | 39655783           | 423130   | 1.0670                                  | 422468                   | 662                   | 99.8435                              | 0.1565                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>423130</b>  | <b>1.0670</b>                           | <b>422468</b>            | <b>662</b>            | <b>99.8435</b>                       | <b>0.1565</b>                      |
| <b>Total</b>  |                | <b>131507845</b>   | <b>87980160</b>  | <b>66.9011</b>                          | <b>87936984</b>          | <b>43176</b>          | <b>99.9509</b>                       | <b>0.0491</b>                      |

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**PDS Limited**

Resolution Required :Special

5 - Authorization to Board for creation of securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                |                    | [1]                 | [2]                                     | [3]={[2]/[1]}*100        | [4]                   | [5]                                  | [6]={[4]/[2]}*100                  |
| Promoter and Promoter Group | E-Voting       | 86799430           | 86602390            | 99.7730                                 | 86602390                 | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>86602390</b>     | <b>99.7730</b>                          | <b>86602390</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions         | E-Voting       | 5052632            | 954640              | 18.8939                                 | 912126                   | 42514                 | 95.5466                              | 4.4534                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>954640</b>       | <b>18.8939</b>                          | <b>912126</b>            | <b>42514</b>          | <b>95.5466</b>                       | <b>4.4534</b>                      |
| Public Non Institutions     | E-Voting       | 39655783           | 423130              | 1.0670                                  | 422863                   | 267                   | 99.9369                              | 0.0631                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>423130</b>       | <b>1.0670</b>                           | <b>422863</b>            | <b>267</b>            | <b>99.9369</b>                       | <b>0.0631</b>                      |
| <b>Total</b>                |                | <b>131507845</b>   | <b>87980160</b>     | <b>66.9011</b>                          | <b>87937379</b>          | <b>42781</b>          | <b>99.9514</b>                       | <b>0.0486</b>                      |

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**PDS Limited**

**Resolution Required :Special**      **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**

**Whether promoter/ promoter group are interested in the agenda/resolution?**      **No**

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                |                    | [1]                 | [2]                                     | [3]={[2]/[1]}*100        | [4]                   | [5]                                  | [6]={[4]/[2]}*100                  |
| Promoter and Promoter Group | E-Voting       | 86799430           | 86602390            | 99.7730                                 | 86602390                 | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>86602390</b>     | <b>99.7730</b>                          | <b>86602390</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions         | E-Voting       | 5052632            | 954640              | 18.8939                                 | 795626                   | 159014                | 83.3430                              | 16.6570                            |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>954640</b>       | <b>18.8939</b>                          | <b>795626</b>            | <b>159014</b>         | <b>83.3430</b>                       | <b>16.6570</b>                     |
| Public Non Institutions     | E-Voting       | 39655783           | 423130              | 1.0670                                  | 422148                   | 982                   | 99.7679                              | 0.2321                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>423130</b>       | <b>1.0670</b>                           | <b>422148</b>            | <b>982</b>            | <b>99.7679</b>                       | <b>0.2321</b>                      |
| <b>Total</b>                |                | <b>131507845</b>   | <b>87980160</b>     | <b>66.9011</b>                          | <b>87820164</b>          | <b>159996</b>         | <b>99.8181</b>                       | <b>0.1819</b>                      |

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**PDS Limited**

Resolution Required :Special

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

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                |                    | [1]                 | [2]                                     | [3]={[2]/[1]}*100        | [4]                   | [5]                                  | [6]={[4]/[2]}*100                  |
| Promoter and Promoter Group | E-Voting       | 86799430           | 86602390            | 99.7730                                 | 86602390                 | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>86602390</b>     | <b>99.7730</b>                          | <b>86602390</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions         | E-Voting       | 5052632            | 954640              | 18.8939                                 | 842476                   | 112164                | 88.2506                              | 11.7494                            |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>954640</b>       | <b>18.8939</b>                          | <b>842476</b>            | <b>112164</b>         | <b>88.2506</b>                       | <b>11.7494</b>                     |
| Public Non Institutions     | E-Voting       | 39655783           | 423130              | 1.0670                                  | 422968                   | 162                   | 99.9617                              | 0.0383                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>423130</b>       | <b>1.0670</b>                           | <b>422968</b>            | <b>162</b>            | <b>99.9617</b>                       | <b>0.0383</b>                      |
| <b>Total</b>                |                | <b>131507845</b>   | <b>87980160</b>     | <b>66.9011</b>                          | <b>87867834</b>          | <b>112326</b>         | <b>99.8723</b>                       | <b>0.1277</b>                      |

ABHISHEK H KANOJ  
 Digitally signed by ABHISHEK H KANOJ  
 Date: 2023.12.04 20:06:43 +05'30'

## SCRUTINIZER'S REPORT

Date: 4<sup>th</sup> November, 2023

To,  
The Chairman,  
PDS Limited,  
*(Erstwhile PDS Multinational Fashions Limited)*  
Unit No.971, Solitaire Corporate Park,  
Andheri – Ghatkopar Link Road,  
Andheri (East), Mumbai – 400093.

**Sub: PDS Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results.**

Dear Sir,

The Board of Directors of PDS Limited (hereinafter referred to as "**the Company**") at their meeting held on 01<sup>st</sup> November 2023, appointed me as a Scrutinizer to conduct and scrutinize the Postal Ballot E-voting process in a fair and transparent manner in respect of all the resolutions as circulated/stated in the Postal Ballot Notice dated 01<sup>st</sup> November 2023.

In compliance with provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) read with rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and in accordance with the provisions of the General Circulars No. 14/2020 dated 8<sup>th</sup> April 2020, No. 17/2020 dated 13<sup>th</sup> April 2020, No. 22/2020 dated 15<sup>th</sup> June 2020, No. 33/2020 dated 28<sup>th</sup> September 2020, No. 39/2020 dated 31<sup>st</sup> December 2020, No. 10/2021 dated 23<sup>rd</sup> June 2021, No. 20/2021 dated 08<sup>th</sup> December, 2021, No. 3/2022 dated 05<sup>th</sup> May, 2022, No. 11/2022 dated 28<sup>th</sup> December 2022 and No. 09/2023 dated 25<sup>th</sup> September 2023 issued by Ministry of Corporate Affairs (**'MCA Circulars'**), the Company had provided facility for voting through electronic means (**'e-voting'**) to all members of the Company, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The Company had engaged its Registrar and Share Transfer Agent viz. M/s. Link Intime India Private Limited, as the Electronic Voting Service Provider (hereinafter referred to as "Link Intime" or "EVSP" or "RTA"), who had made necessary arrangements to facilitate e-voting by shareholders of the Company. The Company had sent the Postal ballot Notice including all requisite information required to cast the vote, in electronic form only to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the members was sought through the e-voting system only.

To facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down to get their email address registered with the RTA so that they could also participate in the e-voting extended by the Company.

The Company and the RTA had uploaded the notice together with the explanatory statement on their respective websites viz. [www.pdsltd.com](http://www.pdsltd.com) and <https://instavote.linkintime.co.in>.

The Company and the RTA had complied with all the necessary formalities specified under the Act, the Rules and MCA Circulars issued in this regard.

SGGS &amp; Associates

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The aforesaid Postal Ballot Notice was sent on 03<sup>rd</sup> November 2023 through e-mail to all the members of the Company whose name appeared on the Register of Members/List of Beneficial Owners as on 30<sup>th</sup> October 2023 ('cut-off date') and whose email addresses were registered with the Company.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting.

My responsibility as the Scrutinizer of the voting process ('through e-voting'), was restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare a scrutinizer's report of the votes cast in favour and in against the resolutions as stated in the Notice, based on the reports generated from the e-voting system provided by EVSP.

The e-voting period commenced from Saturday, 04<sup>th</sup> November 2023 at 09:00 hours IST and ended on Sunday, 03<sup>rd</sup> December 2023 at 17:00 hours IST. A public notice regarding the Postal Ballot Notice was published on 04<sup>th</sup> November 2023 in Business Standard (all India editions) English Newspaper and in Mumbai Lakshadeep (Mumbai edition) Marathi Newspaper, providing requisite information and contact details of the EVSP for registering email id and queries on e-voting.

#### **SUMMARY OF VOTES CAST**

The e-voting process concluded at 17:00 hours IST on Sunday, 03<sup>rd</sup> December 2023. After closure of e-voting process the votes cast through E-voting facility were duly un-blocked by me as a scrutinizer in the presence of Ms. Heenal Duggar and Ms. Kajal Wadhwa witnesses, who are not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by Link Intime, the details of the e-voting exercised by the members were duly compiled by Link Intime, the compilation of the register containing the statement of member's name, DP Id/Client Id and/or Folio number, number of shares held, number of votes exercised, votes in favour, vote against were registered by Link Intime i.e. <https://instavote.linkintime.co.in>, and were duly scrutinised.

#### **Item No. 1: As an Ordinary Resolution**

**To increase in the Authorized Share Capital of the Company and Alteration of Capital Clause of the Memorandum of Association of the Company.**

| Manner of voting             | Votes in favour of the resolution |         | Votes against the resolution |        | Abstained / Less Voted |
|------------------------------|-----------------------------------|---------|------------------------------|--------|------------------------|
|                              | Nos.                              | %age    | Nos.                         | %age   | Nos.                   |
| Total votes through e-voting | 87979998                          | 99.9999 | 162                          | 0.0001 | -                      |

**Invalid Votes: Nil**

**Item No. 1 of Notice stands passed with the requisite majority.**




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**Item No. 2: As a Special Resolution**

To consider and approve authorisation for issuance of securitiles of the Company through permissible modes of fund raising.

| Manner of voting             | Votes in favour of the resolution |         | Votes against the resolution |        | Abstained / Less Voted |
|------------------------------|-----------------------------------|---------|------------------------------|--------|------------------------|
|                              | Nos.                              | %age    | Nos.                         | %age   | Nos.                   |
| Total votes through e-voting | 87937484                          | 99.9515 | 42676                        | 0.0485 | -                      |

Invalid Votes: Nil

Item No. 2 of Notice stands passed with the requisite majority.

**Item No. 3: As a Special Resolution**

To approve authorization for providing Loan, Guarantee / Security and Investments by the Company to any Other Body Corporate.

| Manner of voting             | Votes in favour of the resolution |         | Votes against the resolution |        | Abstained / Less Voted |
|------------------------------|-----------------------------------|---------|------------------------------|--------|------------------------|
|                              | Nos.                              | %age    | Nos.                         | %age   | Nos.                   |
| Total votes through e-voting | 87750393                          | 99.7388 | 229767                       | 0.2612 | -                      |

Invalid Votes: Nil

Item No. 3 of Notice stands passed with the requisite majority.


**Item No. 4: As a Special Resolution**

To increase the borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013.

| Manner of voting             | Votes in favour of the resolution |         | Votes against the resolution |         | Abstained / Less Voted |
|------------------------------|-----------------------------------|---------|------------------------------|---------|------------------------|
|                              | Nos.                              | %age    | Nos.                         | %age    | Nos.                   |
| Total votes through e-voting | 87936984                          | 99.9510 | 43176                        | 0.04907 | -                      |

Invalid Votes: Nil

Item No. 4 of Notice stands passed with the requisite majority.




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**Item No. 5: As a Special Resolution**

To authorize Board for creation of securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013.

| Manner of voting             | Votes In favour of the resolution |         | Votes against the resolution |         | Abstained / Less Voted<br>Nos. |
|------------------------------|-----------------------------------|---------|------------------------------|---------|--------------------------------|
|                              | Nos.                              | %age    | Nos.                         | %age    |                                |
| Total votes through e-voting | 87937379                          | 99.9514 | 42781                        | 0.04863 | -                              |

Invalid Votes: Nil

Item No. 5 of Notice stands passed with the requisite majority.

**Item No. 6: As a Special Resolution**

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.

| Manner of voting             | Votes in favour of the resolution |         | Votes against the resolution |        | Abstained / Less Voted<br>Nos. |
|------------------------------|-----------------------------------|---------|------------------------------|--------|--------------------------------|
|                              | Nos.                              | %age    | Nos.                         | %age   |                                |
| Total votes through e-voting | 87820164                          | 99.8181 | 159996                       | 0.1819 | -                              |

Invalid Votes: Nil

Item No. 6 of Notice stands passed with the requisite majority.

**Item No. 7: As a Special Resolution**

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

| Manner of voting             | Votes in favour of the resolution |         | Votes against the resolution |        | Abstained / Less Voted<br>Nos. |
|------------------------------|-----------------------------------|---------|------------------------------|--------|--------------------------------|
|                              | Nos.                              | %age    | Nos.                         | %age   |                                |
| Total votes through e-voting | 87867834                          | 99.8723 | 112326                       | 0.1277 | -                              |

Invalid Votes: Nil

Item No. 7 of Notice stands passed with the requisite majority.



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I further report that as per the Postal Ballot Notice dated 01<sup>st</sup> November 2023, the Chairman or the person authorised by him may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred above. The results of the postal ballot will be displayed at the registered office of the Company and on the website of the Company ([www.pdsltd.com](http://www.pdsltd.com)), on the website of Link Intime (<https://instavote.linkintime.co.in>) as well as on Stock Exchanges' website viz [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

Based on the above information, you may kindly announce the results.

Thanking you,

Yours faithfully

For **SGGS & Associates**

ICSI Unique Code: P2021MH086900



Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600E002821888

Place: Thane

Date: 04/12/2023

Peer Review Certificate No.: 2161/2022

The following were the witnesses to the unblocking of the votes on 03<sup>rd</sup> December 2023.



Heenal Duggar



Kajal Wadhwa

**Received the Report**

**For PDS Limited**

ABHISHEK  
KH KANOI

Digitally signed  
by ABHISHEKH  
KANOI  
Date: 2023.12.04  
19:59:55 +05'30'

Abhishekh Kanoi

Head of Legal & Company Secretary

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