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PDS/SE/2023-24/279

August 1, 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
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Sub: Details of Voting Results through Remote E-voting and Electronic Means under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 [“SEBI Listing Regulations”] along with Consolidated Scrutinizer’s Report

Dear Sir/Madam,

This is to inform you that the Annual General Meeting (“AGM”) of the Company was held on Monday, July 31, 2023 at 2:30 P.M. (IST) and concluded at 3:50 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility.

The Company had provided Remote E-Voting facility to the Members on Resolutions proposed to be considered at the AGM from Friday, July 28, 2023 (9.00 AM IST) till Sunday, July 30, 2023 (5.00 PM IST) on the E-Voting portal of Link Intime India Private Limited (“Link Intime”). Further, those Members, who had participated through VC/OAVM facility, were provided facility to E-Vote through InstaMeet at the AGM.

All items of business contained in the Notice of the AGM were approved by the Members with overwhelming 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 Consolidated Report of the Scrutinizer on Remote E-Voting prior and E-Voting at the AGM as **Annexure – 2**. The above are also being uploaded on the Company’s website at www.pdsltd.com and on the website of Link Intime at <https://instavote.linkintime.co.in>, the E-Voting agency.

You are requested to kindly take the above information on record for the purpose of dissemination to the shareholders.

Thanking you,

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

ABHISHEKH
KH KANOI
Digitally signed
by ABHISHEKH
KANOI
Date: 2023.08.01
18:37:05 +05'30'

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

Encl.: a/a

PDS Limited

(*Erstwhile PDS Multinational Fashions Limited*)

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

CIN: L18101MH2011PLC388088 🌐 www.pdsltd.com 📧 info@psltd.com

ANNEXURE – 1
A. DETAILS OF THE PROCEEDINGS OF THE MEETING:

Sl. No.	Particulars	Details
1	Date of Annual General Meeting ('AGM')	July 31, 2023
2	Total No. of Shareholders as on Cut-off Date i.e. Monday, July 24, 2023 for Voting purpose	22,699
3	No. of Shareholders present in the AGM either in person or through proxy	Not Applicable
4	Total No. of Shareholders attended the AGM through Video Conferencing and other Audio-Visual Means facility: a) Promoter and Promoter Group(s): b) Public:	39 6 33

B. RESULTS OF THE MEETING:

Sl. No.	Agenda	Type of Resolution (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.	Ordinary Resolution	Remote E-Voting and E-Voting during the AGM	Passed with requisite majority
2	To declare the final dividend of ₹2.60/- (Rupees Two Rupees Sixty Paise Only) per share for the financial year ended March 31, 2023.	Ordinary Resolution	Remote E-Voting and E-Voting during the AGM	Passed with requisite majority
3	To appoint a Director in place of Mrs. Payel Seth (DIN: 00003035) who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote E-Voting and E-Voting during the AGM	Passed with requisite majority

C. RESOLUTIONWISE DETAILS OF VOTING RESULTS: Details of Voting Results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations, as attached.

 Digitally signed by
ABHISHEK KANOI
 Date: 2023.08.01
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Resolution Required : (Ordinary)			1 - To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	86799430	86549070	99.7115	86549070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86549070	99.7115	86549070	0	100.0000	0.0000
Public Institutions	E-Voting	4741562	83800	1.7674	83800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83800	1.7674	83800	0	100.0000	0.0000
Public Non Institutions	E-Voting	39655978	12939	0.0327	12551	388	97.0013	2.9987
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12939	0.0327	12551	388	97.0013	2.9987
Total		131196970	86645809	66.0425	86645421	388	99.9996	0.0004

Note: 1 (One) Member in Public Institutions holding 3308 Shares abstained from voting on the aforesaid resolution

ABHISHEK H KANOJI Digitally signed by ABHISHEKH KANOJI Date: 2023.06.01 18:40:58 +05'30'

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Resolution Required : (Ordinary)		2 - To declare the final dividend of Rs. 2.60/- (Rupees Two Rupees Sixty Paise Only) per share for the financial year ended March 31, 2023.						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	86799430	86549070	99.7115	86549070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86549070	99.7115	86549070	0	100.0000	0.0000
Public Institutions	E-Voting	4741562	87108	1.8371	87108	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87108	1.8371	87108	0	100.0000	0.0000
Public Non Institutions	E-Voting	39655978	12939	0.0327	12551	388	97.0013	2.9987
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12939	0.0327	12551	388	97.0013	2.9987
Total		131196970	86649117	66.0451	86648729	388	99.9996	0.0004

ABHISHEK Digitally signed by
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 Date: 2023.08.01
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Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mrs. Payel Seth (DIN: 00003035) who retires by rotation and, being eligible, offers herself for re-appointment.					
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	86549070	99.7115	86549070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86549070	99.7115	86549070	0	100.0000	0.0000
Public Institutions	E-Voting	4741562	87108	1.8371	16322	70786	18.7377	81.2623
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87108	1.8371	16322	70786	18.7377	81.2623
Public Non Institutions	E-Voting	39655978	12939	0.0327	12551	388	97.0013	2.9987
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12939	0.0327	12551	388	97.0013	2.9987
Total		131196970	86649117	66.0451	86577943	71174	99.9179	0.0821

ABHISHEK H KANOJ Digitally signed by ABHISHEKH KANOJ Date: 2023.08.01 18:41:46 +05'30'

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Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 12th Annual General Meeting (AGM) of PDS Limited held on Monday, 31st July 2023

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

12th AGM of the Members of PDS Limited (*Erstwhile PDS Multinational Fashions Limited*) held on Monday, 31st July 2023 at 02.30 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Sub: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular 20/2020 dated 5th May 2020 and subsequent circulars issued, the latest being 10/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023 ('SEBI Circulars') (MCA Circulars and SEBI Circulars collectively referred to as 'Applicable Circulars').

Dear Sir,

The Board of Directors of PDS Limited (hereinafter referred to as '*the Company*') at its Meeting held on 11th May 2023, have appointed me as a Scrutinizer for remote e-voting process as well as to scrutinize the electronic voting conducted at the AGM (remote e-voting and e-voting at the AGM collectively referred to as '*E-voting*') pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as '*Listing Regulations*') as amended by the "Applicable Circulars" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted.

The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the Members and the manner of voting at the AGM. I say that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and Listing Regulations. 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 against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by Link Intime India Private Limited (Link Intime), Registrar and Share Transfer Agents (RTA) of the Company and the Service provider authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.



SGGS & Associates

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I submit my report as under:

1. The Service provider had provided a system for recording the votes of the Members electronically through remote E-voting as well as at the meeting on all the items of Ordinary business sought to be transacted in the AGM of the Company, which was held on Monday 31st July 2023.
2. The Service provider had inter-alia set up electronic voting facility on their website, Intime: <https://instavote.linkintime.co.in>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company, the Service provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their members to cast their vote through E-voting.
3. The internal cut-off date for the dispatch of the Notice of the AGM and Annual Report was 30th June 2023. As mentioned in the Applicable Circulars, the Service provider had sent the Notices of the AGM along with Annual Report and e-voting details by email to those members, whose email id was made available by the Depositories and the RTA. For those Members, whose email id was not available, or holding in physical form, who had not registered their email id with the RTA the Notices could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.
4. The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Monday, 24th July 2023.
5. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Friday, 28th July 2023, 9.00 AM (IST) to Sunday, 30th July 2023 till 5:00 PM (IST).
6. The Company released advertisements before and after despatching the Notice of AGM in compliance with the Act and Applicable Circulars. Both the advertisements were released in English in 'Business Standard' newspaper having country-wide circulation and in Marathi in 'Mumbai Lakshadweep' newspaper on 04th July 2023 and 09th July 2023 respectively.
7. At the end of the remote e-voting period on 30th July 2023 at 5.00 PM (IST), the voting portal of the Service provider was blocked forthwith.
8. At the 12th AGM of the Company held through VC / OAVM means, on Monday 31st July 2023, after considering all the items of business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC / OAVM but could not participate in the remote e-voting to record their votes.
9. On 31st July 2023, matter tabulating the votes cast electronically through the system provided by Link Intime, the votes cast through remote e-voting facility and by voting through electronic means at the AGM, was duly unblocked by me as a Scrutinizer in the presence of Mr. Sunny Gogiya and Mr. Pradeep Prajapati who acted as the witnesses. After unblocking the votes cast, the total votes cast both through remote e-voting and by voting through electronic means at the AGM, were consolidated and the final Scrutinizer's Report was prepared.



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The results of the Remote E-voting together with that of the voting conducted at the AGM by way of electronic means are as under:

ORDINARY BUSINESS

I. Item No. 1 of Notice (As an Ordinary Resolution):

To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	86,645,421	99.9996	388	0.0004	3308/0

Invalid Votes: Nil

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

II. Item No. 2 of Notice (As an Ordinary Resolution):

To declare the final dividend of Rs. 2.60/- (Rupees Two Rupees Sixty Paise Only) per share for the financial year ended March 31, 2023

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	86,648,729	99.9996	388	0.0004	Nil

Invalid Votes: Nil

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



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III. Item No. 3 of Notice (As an Ordinary Resolution):

To appoint a Director in place of Mrs. Payel Seth (DIN: 00003035) who retires by rotation and, being eligible, offers herself for re-appointment

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	86,577,943	99.9179	71,174	0.0821	Nil

Invalid Votes: Nil

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


The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 12th AGM of the Company i.e., 31st July 2023.

The electronic data and all other relevant records relating to the e-voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 12th AGM.

Yours faithfully,

For **SGGS & Associates**

ICSI Unique Code: P2021MH086900



Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600E000710086



Place: Thane

Date: 31 July 2023

Peer Review Certificate No.: 2161/2022

The following were the witnesses to the unblocking of the votes:



Sunny Gogiya



Pradeep Prajapati

Received the Report

For PDS Limited



Abhishek Kanoi

Head of Legal & Company Secretary



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