



Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Scrip Symbol: PDSL	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 538730
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Re: ISIN - INE111Q01021

Sub: Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated November 7, 2022 along with Explanatory Statement sent to the Members of the Company on November 21, 2022, 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	Friday, November 18, 2022 <i>[for 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)	Monday, November 21, 2022
3	Date of Commencement of e-Voting	Tuesday, November 22, 2022 at 9:00 A.M. (IST)
4	Date of Ending of e-Voting ("Last Date")	Wednesday, December 21, 2022 at 5:00 P.M. (IST)
5	Date on which resolution will be deemed to be passed	Wednesday, December 21, 2022
6	Results of Postal Ballot	On or before Friday, December 23, 2022





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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.pdsmultinational.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)

ABHISHEK Digitally signed by
ABHISHEKH KANOI
H KANOI Date: 2022.11.21
20:00:32 +05'30'

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@psdmultinational.com



Global, Collaboration, Digital, Ethical

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.pdsmultinational.com • Tel: +91 22 41441100

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

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 together 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, 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 and General Circular No. 3/2022 dated May 5, 2022 respectively issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as “**SEBI Circulars**”) or any other applicable laws and regulations, to transact the following proposed special business by the Members of PDS Limited (*Erstwhile PDS Multinational Fashions Limited*) (“**the Company**”) by passing resolution by way of Postal Ballot only through remote e-voting. The proposed resolution as set out below, along with the Explanatory Statement pursuant to Sections 102 and 110 of the Act, setting out material facts in relation to the proposed resolution, is being sent to the members for their consideration and approval.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

You are requested to peruse the proposed resolution set out below along with their respective Explanatory Statement and thereafter, record your assent or dissent by means of remote e-voting facility provided by the Company not later than 5:00 P.M. IST on Wednesday, December 21, 2022, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section “**Instructions for voting through Remote E-voting**”.

The results of voting by means of Postal Ballot through Remote e- Voting shall be declared on or before 48 hours from the conclusion of remote e-Voting process and will be displayed along with the Scrutinizer’s Report at the Registered Office of the Company, communicated to the Stock Exchange and would also be uploaded on the Company’s website at www.pdsmultinational.com, website of BSE Limited (“**BSE**”) at www.bseindia.com and website of National Stock Exchanges of India Limited (“**NSE**”) at www.nseindia.com, where the shares of the Company are listed and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>, who will provide platform for Remote e-Voting.

ITEM OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:

SPECIAL BUSINESS:

1. APPROVAL OF THE APPOINTMENT OF MR. PALLAK SETH (DIN: 00003040) AS AN EXECUTIVE VICE CHAIRMAN OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 196, 197 and the other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Schedule V and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central Government of India, and on such conditions and modifications as may be prescribed or imposed, if any, whilst granting such approval, the consent of the Members be and is hereby accorded to approve the appointment of Mr. Pallak Seth (DIN: 00003040) as Executive Director of the Company and consequent change in his designation from ‘Vice Chairman & Non-Executive, Non-Independent Director’ to ‘Executive Vice Chairman’ of the Company, with effect from November 2, 2022 to November 1, 2027 for a period of 5 (five) years, on the terms and conditions including remuneration as set out below:

1. Tenure:

The appointment of Mr. Pallak Seth (DIN: 00003040) as Executive Vice Chairman is for a period of 5 years with effect from November 2, 2022 to November 1, 2027. He shall be liable to retire by rotation.

2. Duties:

Mr. Pallak Seth shall perform such duties and exercise such powers as may from time to time be entrusted to him, subject to the superintendence and control of the Board of Directors of the Company.

3. Salary & Commission:

Mr. Pallak Seth will draw “Nil” remuneration from the Company. He shall not to be entitled to any commission during his tenure as Executive Vice Chairman.

4. Reimbursement of Travel and out of pocket expenses:

Mr. Pallak Seth shall be entitled for actual reimbursement of travel and out of pocket expenses incurred for business purpose of the Company.

RESOLVED FURTHER THAT the Board, which term shall include the Committee of the Board duly constituted, be and is hereby authorized to alter and vary, from time to time, during the tenure of appointment of Mr. Pallak Seth, the terms and conditions of appointment and/or remuneration as per Company policy.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary and/or Chief Financial Officer of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise and to seek and obtain necessary approvals and also authorized to sub-delegate all or any powers conferred upon them to any other officer, employees, external consultant or professional as he/she may think fit and proper in the interest of the Company and to do all such acts, deeds and things and to sign & execute all the applications, documents, forms, deeds, which may be deemed necessary or incidental to give effect to this resolution, including making the requisite applications / entries / intimations / filings with the relevant statutory authorities and in the statutory records and registers of the Company, as may be required or desired for the aforementioned purpose.”

By Order of the Board of Directors

for PDS Limited
(Erstwhile PDS Multinational Fashions Limited)

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.
E-mail : investors@pdsLtd.com
Website : www.pdsmultinational.com

Place: Mumbai
Date: November 7, 2022

Notes:

1. The Explanatory Statement for the proposed resolution pursuant to 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 is annexed hereto and forms part of this Notice.
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 and General Circular No. 3/2022 dated May 5, 2022 respectively issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as “**SEBI 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 Friday, November 18, 2022 (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/SEBI 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/SEBI 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.pdsmultinational.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, including Appointment Letter 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.
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. Friday, November 18, 2022**, 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 resolution 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 **Friday, November 18, 2022**.
10. The Board of Directors of the Company in its meeting held on Monday, November 7, 2022, has appointed Mr. Mohit Maheshwari (Membership No. F9565 & Certificate of Practice No. 19946), Partner, M/s. MAKS & Co., Company Secretaries (FRN: P2018UP067700) 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.pdsmultinational.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	Friday, November 18, 2022
Commencement of e-voting period	Tuesday, November 22, 2022 at 9:00 A.M. (IST)
End of e-voting period	Wednesday, December 21, 2022 at 5:00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Wednesday, December 21, 2022.

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@pdsitd.com and to its RTA at delhi@linkintime.co.in.
17. Resolution, 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. Wednesday, December 21, 2022 in terms of Secretarial **SS-2** issued by the Institute of Company Secretaries of India.
18. **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 Tuesday, November 22, 2022 and ends at 5.00 P.M. (IST) on Wednesday, December 21, 2022. 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. **Friday, November 18, 2022** 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.

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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.nsd.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 re-directed 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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. • 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.

	<ul style="list-style-type: none"> • 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 ? 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 <p>? 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).</p> <p>? Click “confirm” (Your password is now generated).</p> 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.

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 resolution 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*)
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.
E-mail : investors@pdsLtd.com
Website : www.pdsmultinational.com

Place: Mumbai
Date: November 7, 2022

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated November 7, 2022:

ITEM NO. 1: APPROVAL OF THE APPOINTMENT OF MR. PALLAK SETH (DIN: 00003040) AS AN EXECUTIVE VICE CHAIRMAN OF THE COMPANY

Mr. Pallak Seth (DIN: 00003030) was appointed as Vice Chairman, also Non-Executive and Non-Independent Director of the Company w.e.f. April 6, 2011. He is one of the promoters of the Company. He has been associated with the Company for more than 11 years as a Director of the Company. Over these years, Mr. Seth has been instrumental in the phenomenal growth and global success of the PDS Group. He has spearheaded the Company’s operations in global arena. PDS Group today is amongst the strongest companies in entire supply chain globally. Mr. Seth continues to work closely with the various business leaders/vertical heads and is focused on the overall performance of businesses of PDS Group. Considering this, it is proposed to appoint him as Executive Vice Chairman of the Company.

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], which requires a listed company to have an optimum combination of executive and non-executive directors. Accordingly, based on the recommendation of Nomination and Remuneration Committee of the Company, the Board in its meeting held on November 2, 2022 had approved the re-designation of Mr. Pallak Seth as Executive Vice Chairman of the Company for a period of 5 consecutive years, subject to approval of the shareholders and Central Government.

Accordingly, it is proposed to approve the appointment of Mr. Pallak Seth (DIN: 00003040) as an Executive Vice Chairman of the Company and consequent change in designation of Mr. Seth from ‘Vice Chairman & Non-Executive, Non-Independent Director’ to ‘Executive Vice Chairman’ with effect from November 2, 2022.

Further, pursuant to the provisions of 196, 197, 200, 201(1) and 203(1) Read with Schedule V of the Companies Act, 2013, any appointment or employment as an executive director, the Company requires to obtain necessary approval of the Shareholders by way of Ordinary Resolution through Postal Ballot.

The Company has received all the requisite disclosures from Mr. Pallak Seth with respect to his appointment as Executive Vice Chairman of the Company. Further, in opinion of the Board, Mr. Seth fulfills the conditions specified in the Companies Act, 2013 relating to appointment as Executive Vice Chairman of the Company. He will be liable to retire by rotation under the provisions of section 152 of the Act. Details of Mr. Pallak Seth are provided in the “Annexure I” to the Notice, pursuant to the provisions of (i) Regulation 36(3) of SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Accordingly, it is proposed to approve the appointment of Mr. Pallak Seth as an Executive Vice Chairman of the Company. All the material documents related to this item will be available for inspection at the Registered Office of the Company during business hours on any working day.

Your Directors recommend the resolution proposed at Item No. 1 for the approval of Shareholders by way of Ordinary Resolution.

Mr. Deepak Seth and Ms. Payel Seth, Promoters & Directors of the Company are concerned or interested, financially or otherwise, in this resolution set out in the Notice except to the extent of their directorship and shareholding. Except them no other director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution

By Order of the Board of Directors

for PDS Limited
(Erstwhile PDS Multinational Fashions Limited)
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.
E-mail : investors@pdsLtd.com
Website : www.pdsMultinational.com

Place: Mumbai
Date: November 7, 2022

ANNEXURE-I**DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT FURNISHED PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2****Details of Director seeking appointment**

1	Name of Director seeking appointment	Mr. Pallak Seth
2	DIN	00003040
3	Date of Birth/ Age	August 13, 1977/45 Years
4	Date of first Appointment on Board	April 6, 2011
5	Qualifications, Experience and expertise in specific functional area	<p>Mr. Pallak Seth is a serial entrepreneur. At the age of 21, he started his entrepreneurial journey by setting up an apparel sourcing business in Hong Kong. In 1999, he established Norwest Industries, which has today diversified as PDS Limited. He supports ambitious founders to solve market frictions, leveraging technology as an angel investor alongside trusted partner. He had co-invested alongside many investors such as Sequoia Capital, Social Capital, Sherpa Ventures, Storm Ventures, Sierra Ventures and helped entrepreneurs through customers, co-investors, and partner introductions.</p> <p>Mr. Seth is an alumnus of Harvard Business School, having completed the Executive Program (Ownership/President Management) from HBS and also holds degree in Bachelor of Arts Degree in Economics and International Business with Magna Cum Laude distinction from Northwestern University, USA.</p>
6	Remuneration last drawn, if any:	NA
7	Shareholding in the Company	13,94,190 Equity shares
8	Shareholding in the Company as a beneficial owner	NA
9	No. of Board Meetings attended during the financial year 2022-23	5
10	Terms and Conditions of appointment	Terms and Conditions of appointment are displayed on the Company's website i.e. www.pdsmultinational.com .
11	Directorship, Membership / Chairmanship of Committees held in other Companies as on date	Directorships in Venugram Fit Agro Private Limited
12	Listed Companies (other than PDS Limited) holds Directorship and Membership of Committees of Board as on date:	NA
13	Name of the listed Companies from which he had resigned in the past three years	NIL
14	Relationship with other Directors/KMPs	Son of Mr. Deepak Seth and Mrs. Payel Seth, Non-Executive and Non-Independent Directors