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PDS Multinational Fashions Limited

CIN: L18101KA2011PLC094125

Regd. Office: No. 758 & 759, 2nd Floor, 19th Main, Sector-2, HSR Layout, Bengaluru – 560102, Karnataka (India)
Corp. Office: Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai – 400093, Maharashtra (India) E-mail: investors@pds multinational.com Website: www.pds multinational.com
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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 ("**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. 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 and General Circular No. 20/2021 dated December 8, 2021 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 businesses by the Members of **PDS Multinational Fashions Limited ("the Company")** by passing resolutions by way of Postal Ballot only through remote e-voting. The proposed resolutions 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 resolutions, are being sent to the members for their consideration and approval.

In due consideration of the occurrence of worldwide pandemic of COVID-19, the MCA has issued MCA Circulars in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID - 19" outbreak. In terms of the MCA Circulars/SEBI Circulars, Companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ remote e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. The MCA has clarified that for Companies that are required to provide remote e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their email addresses with the Company or depository/ depository participants ("DP") and the communication of assent/ dissent of the members will only take place through the remote e-voting system. This Postal Ballot Notice is accordingly, being initiated in compliance with the MCA Circulars/ SEBI Circulars.

In compliance with the requirements of the MCA Circulars/SEBI Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company is providing remote e-voting facility for the Postal Ballot as an alternate, which would enable the Members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically.

You are requested to peruse the proposed resolutions 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 at January 12, 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.

ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT ARE AS UNDER:

SPECIAL BUSINESSES:

1. **Approval of change of Registered Office of the Company from ‘State of Karnataka’ to ‘State of Maharashtra’**

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

“RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanction, as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from **“State of Karnataka”** to the **“State of Maharashtra”**.

RESOLVED FURTHER THAT upon shifting of the Registered Office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new Clause:

“II. The Registered Office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the **State of Karnataka** to such place in the **State of Maharashtra** as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the **“Board”**, which term shall be deemed to include any person (s) authorized and / or Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

2. **Approval of change of name of Company from 'PDS Multinational Fashions Limited' to 'PDS Limited'.**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s) and subject to approval of the Central Government, Ministry of Corporate Affairs and any other approval(s) as may be necessary for the Company in this regard, the consent of the Members be and is hereby accorded to change the name of the Company from **'PDS Multinational Fashions Limited'** to **'PDS Limited'**.

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be substituted with the following:

I. "The name of the Company is **'PDS Limited'**."

RESOLVED FURTHER THAT the name **'PDS Multinational Fashions Limited'** wherever appearing in the Articles of Association of the Company, Share Certificates and other relevant documents, papers and places, as applicable, be substituted with the new name **'PDS Limited'**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to file necessary applications/ petitions, forms /documents with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, issue notice, advertisements and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications, writings, agree to and/or make and accept such conditions, modifications and alterations as stipulated by any concerned authorities while according its approval/ consent, to appoint counsels and advisors and to obtain orders of change of name of the Company from the concerned authorities and take such steps as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company".

3. **Approval for Amendments in the terms of the PDS Multinational Fashions Limited - Employee Stock Option Plan 2021 – Plan A**

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

"RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 ("**the Act**") and all other applicable provisions, if any, of the Act read with Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "**SEBI SBEB Regulations**"), the circulars issued by Securities and Exchange Board of India ("**SEBI**"), the Foreign Exchange Management Act (including statutory modifications or re-enactment of aforesaid and for the time being in force), any other notifications, circulars, rules and clarifications, guidance as may be applicable and relevant, the approval of the Members of the Company be and is hereby accorded to vary the terms of the PDS Multinational Fashions Limited - Employee Stock Option Plan 2021 – Plan A ("**PDS ESOP A 2021**") to extent of

restricting the number of Employee Stock Options granted to non-executive directors (excluding independent directors) of the Company and its subsidiaries maximum upto 1,50,000 in aggregate in any one year.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its absolute discretion as it deems fit, for the aforesaid purpose, to give effect to this resolution and the variation in the terms of the PDS ESOP A 2021 as may be necessary from time to time; to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve / authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to any committee, the Company Secretary, any officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. **Approval for grant of 25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive and Non-Independent Director under the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A.**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and Regulation 17 of the 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), grant of 25,000 Employee Stock Options ("ESOPs") to Mr. Parth Gandhi, Non-Executive Non-Independent Director under the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A by the Nomination & Remuneration (Compensation) Committee and Board of Directors be and is hereby approved.

RESOLVED FURTHER THAT notwithstanding the perquisite value of remuneration arising out exercise of 25,000 Employee Stock Options ("ESOPs") granted to Mr Parth Gandhi ("**Remuneration**") (i) exceeds 50% of the total remuneration paid/payable to all Non-Executive Directors of the Company in any year and/or (ii) exceeds 11% of the net profits of the Company computed in the manner laid down in Section 197, 198 read with Schedule V and any other applicable provisions of the Act, Mr. Parth Gandhi, shall be eligible to receive the Remuneration as minimum remuneration in compliance with provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "**Board**", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

5. **Approval of appointment of Mr. Mungo Park (DIN: 09390792) as a Director (Non-Executive & Independent) Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination & Remuneration Committee, Mr. Mungo Park (DIN: 09390792) who was appointed by the Board of Directors as an Additional (Non-Executive & Independent) Director of the Company w.e.f. November 9, 2021 pursuant to the provisions and who holds office upto the conclusion of next General Meeting of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 consecutive years w.e.f. November 9, 2021 to November 8, 2026 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. **Approval of appointment of Mr. Robert Sinclair (DIN: 09390821) as a Director (Non-Executive & Independent) Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination & Remuneration Committee, Mr. Robert Sinclair (DIN: 09390821) who was appointed by the Board of Directors as an Additional (Non-Executive & Independent) Director of the Company w.e.f. November 9, 2021 pursuant to the provisions and who holds office upto the conclusion of next Annual General Meeting of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 consecutive years w.e.f. November 9, 2021 to November 8, 2026 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. **Approval of appointment of Mr. Nishant Parikh (DIN: 07349640) as a Director (Non-Executive & Independent) Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination & Remuneration Committee, Mr. Nishant Parikh (DIN: 07349640) who was appointed by the Board of Directors as an Additional (Non-Executive & Independent) Director of the Company w.e.f. December 8, 2021 pursuant to the provisions, and who holds office upto the conclusion of next Annual General Meeting of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 consecutive years w.e.f. December 8, 2021 to December 7, 2026 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. **Approval of appointment of Ms. Yael Gairola (DIN: 08434509) as a Director (Non-Executive & Independent) Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination & Remuneration Committee, Ms. Yael Gairola (DIN: 08434509) who was appointed by the Board of Directors as an Additional (Non-Executive & Independent) Director of the Company w.e.f. pursuant to the provisions, and who holds office upto the conclusion of next Annual General Meeting of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 consecutive years w.e.f. December 8, 2021 to December 7, 2026 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors
for PDS Multinational Fashions Limited**

Place: Mumbai
Date: December 8, 2021

Sd/-

**Abhishekh Kanoi
General Counsel & Company Secretary
ICSI Membership No.: F-9530**

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

Regd. Office:

No. 758 & 759, 2nd Floor, 19th Main,
Sector-2, HSR Layout Bengaluru – 560102.

E-mail: investors@pdsmultinational.com

Website: www.pdsmultinational.com

Notes:

1. The Explanatory Statement for the proposed resolutions 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 ongoing COVID-19 pandemic and the provisions of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 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 to as **"Depositories"**), as on Friday, December 10, 2021 (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 draft of new Memorandum of Association & Article of Association, amended scheme 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, December 10, 2021**, only shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolutions specified in this Notice in accordance with the process specified hereinafter, in this Notice.

9. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the **Cut-off Date i.e. Friday, December 10, 2021.**
10. The Board of Directors of the Company in its meeting held on December 8, 2021, has appointed Mr. Mohit Maheshwari (Membership No. F9565 & Certificate of Practice No. 19946), Partner, M/s. MAKES & Co., Company Secretaries (FRN: P2018UP067700) as Scrutinizer for conducting the Postal Ballot / remote e-voting process in a fair and transparent manner. Mr. Mohit Maheshwari has given his consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.
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 shall be declared on or before January 14, 2022. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website at www.pdsmultinational.com, websites of the Stock Exchanges i.e. BSE at www.bseindia.com and NSE www.nseindia.com and RTA's website at <https://instavote.linkintime.co.in> and shall also be communicated to the BSE and NSE where the shares of the Company are listed.

12. 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 Bengaluru (in vernacular language, i.e. Kannada).
13. 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.
14. 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, December 10, 2021
Commencement of e-voting period	Tuesday, December 14, 2021 at 9:00 A.M. (IST)
End of e-voting period	Wednesday, January 12, 2022 at 5:00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. on Wednesday, January 12, 2022.

15. 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@pdsinternational.com and to its RTA at delhi@linkintime.co.in.
16. Resolutions, if passed by the Members through Postal Ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. Wednesday, January 12, 2022 in terms of Secretarial **SS-2** issued by the Institute of Company Secretaries of India. 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 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>.

17. 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, December 14, 2021 and ends at 5.00 P.M. (IST) on Wednesday, January 12, 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, December 10, 2021** 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
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be 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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the

	<p>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	<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.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. 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.
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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:

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

HELPPDESK 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.

HELPPDESK 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 Multinational Fashions Limited

Sd/-

Abhishekh Kanoi
General Counsel & Company Secretary
ICSI Membership No.: F-9530
Address: Unit No. 971, Solitaire Corporate Park
Andheri Ghatkopar Link Road,
Andheri East, Mumbai 400093.
Maharashtra, India.

Place: Mumbai
Date: December 8, 2021

Regd. Office:

No. 758 & 759, 2nd Floor, 19th Main,
Sector-2, HSR Layout Bengaluru – 560102.
E-mail: investors@pdsmultinational.com
Website: www.pdsmultinational.com

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 to 8 of the accompanying Notice dated December 8, 2021:

ITEM NO. 1: APPROVAL OF CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM ‘STATE OF KARNATAKA’ TO ‘STATE OF MAHARASHTRA’

Presently, the Company’s Registered Office is located in State of Karnataka. The Board of Directors of the Company at their Meeting held on December 8, 2021 had proposed to shift the Registered Office of the Company from the “State of Karnataka” to the “State of Maharashtra” due to the following reasons:-

- I. to carry on the business of the Company more economically, efficiently and with better operational convenience;
- II. since majority of public shareholders of the Company are from Maharashtra and majority of Financial Institutional Investors (FIIs), Mutual Funds and Financial Investors are based from Mumbai, therefore, for better coordination and interaction with regulators, shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors’ relationship; and
- III. further as Mumbai is a hub of economic activities and head offices of key regulatory bodies such as Reserve Bank of India, SEBI, Stock Exchanges having head offices in Mumbai, it will facilitate smooth and regular interface with the key regulatory bodies.

The change of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Act and Rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of Special Resolution through Postal Ballot.

Accordingly, it is proposed that Clause II of the Memorandum of Association should be amended to reflect that the Registered Office of the Company be situated in the State of Maharashtra. 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 a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

ITEM NO. 2: APPROVAL OF CHANGE OF NAME OF COMPANY FROM ‘PDS MULTINATIONAL FASHIONS LIMITED’ TO ‘PDS LIMITED’

The Members are informed that with an aim to signify, simplicity and agility, it is proposed to change the name of Company to ‘PDS Limited’. It will position the brand as a Global Collaborative Platform and highlights that PDS is an Entrepreneurial, Sustainable and Agile Entity.

The Board of Directors of the Company at their meeting held on November 9, 2021 and December 8, 2021 had approved the change of the name of the Company from “PDS Multinational Fashions Limited” to “PDS

Limited” subject to approval of the Central Government, Members of the Company and all other regulatory and statutory authorities. Changing the name from “PDS Multinational Fashions Limited” to “PDS Limited” would be better representation in the market and aligns with the Company’s Strategy to remain simple, sharp and focused with all its stakeholders.

The Registrar of Companies, the Ministry of Corporate Affairs, Govt. of India vide its letter dated November 16, 2021, had informed that PDS Limited is available to be registered as new name for the Company. Pursuant to the provisions of Section 13, 14 of the Companies Act, 2013 and Rules made thereunder, the Company is required to obtain approval of Central Government and the members by means of a Special Resolution for effecting change in name and consequential alteration in the Memorandum and Article of Association of the Company.

The Company is in compliance with the conditions stipulated under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and a certificate pursuant to Sub-regulation (3) of Regulation 45 of SEBI LODR Regulations, issued by M/s. Gupta Ankit & Co., Chartered Accountants, [FRN: 002925N], is enclosed as **Annexure I** to this Notice. The Certificate is also available on the Company’s website at www.pdsmultinational.com.

The copy of the amended Memorandum and Article of Association of the Company reflecting the aforesaid changes shall be available for inspection by the Members on the Company’s website at www.pdsmultinational.com as well as at Registered Office of the Company till the date of declaration of the results of Postal Ballot.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company or the members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Your Directors recommend the resolution proposed at **Item No. 2** for the approval of Shareholders by way of a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

ITEM NO. 3: APPROVAL OF AMENDMENT IN THE TERMS OF THE PDS MULTINATIONAL FASHIONS LIMITED EMPLOYEE STOCK OPTION PLAN 2021 – PLAN A [‘PDS ESOP A 2021’]

The Members are informed that the **PDS ESOP A 2021** was approved the shareholders of the Company on July 30, 2021.

As per Clause 3(1) of the PDS ESOP 2021 – Plan A, the maximum number of Employee Stock Options (“**ESOPS**”) to be granted under the Scheme shall not exceed 5,82,410 in aggregate. Clause 3(2) further states that maximum number of ESOPS granted during any one year shall not be more than 1% of issued capital of the Company at the time of grant and that the Company may issue ESOPS more than 1% of the issued share capital subject to approval of the Members in the General Meeting.

As per Regulation 17(6)(c) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**SEBI LODR Regulations**”), the approval of shareholders for payment of remuneration to non-executive directors, shall specify the limits for the maximum number of stock options that may be granted to non-executive directors, in any financial year and in aggregate.

Hence, it is proposed to amend the PDS ESOP 2021 to extent of limiting the number of ESOPs to be granted to non-executive directors (excluding independent directors) of the Company and its subsidiaries maximum upto 1,50,000 in aggregate and also in any one year.

Pursuant to provisions of provisions of Regulation 7(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company can vary the terms of employee stock option scheme subject to approval of shareholders of the Company by way of special resolution. Provided that such variation shall not be prejudicial to interest of Employees.

The Board also and the Nomination and Remuneration (Compensation) Committee and Board of Directors at their meetings held on November 9, 2021 approved and recommended to the shareholders for approval for amendment to Clause 3(2) of the PDS ESOP 2021 – Plan A to extent of limiting the number of ESOPS granted to non-executive directors (excluding independent directors) of the Company maximum upto 1,50,000 in aggregate and also in any one year.

Pursuant to provisions of applicable laws, key disclosures are set out below.

1. Brief Description and Rationale for the Variation

The Company intends to vary the terms of the PDS ESOP 2021- Plan A such that that the maximum number of ESOPS granted to non-executive directors (excluding independent directors) of the Company and its subsidiaries will be upto maximum 1,50,000 in aggregate and also in any one year to comply with Regulation 17(6)(c) of SEBI Listing Regulations.

2. Details of the Amendment

Amendment to Clause 3(2) of the PDS ESOP 2021 – Plan A to extent of limiting the number of ESOPS granted to non-executive directors (excluding independent directors) of the Company and its subsidiaries maximum upto 1,50,000 in aggregate and also in any one year. The proposed variation is not detrimental to the interests of any of the Company's employees.

3. Details of the employees who are beneficiaries of the Amendment

All the Non-Executive Non-Independent Directors of the Company and subsidiaries who are eligible to participate in the PDS ESOP 2021- Plan A shall be beneficiaries of the variation, and any other employees or class of employees as may be determined by the Nomination and Remuneration (Compensation) Committee.

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. 3** for the approval of Shareholders by way of a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

ITEM NO. 4: APPROVAL FOR GRANT OF 25,000 EMPLOYEE STOCK OPTIONS TO MR. PARTH GANDHI, NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR UNDER THE PDS MULTINATIONAL FASHIONS LIMITED – EMPLOYEE STOCK OPTION PLAN 2021 – PLAN A.

The Members are informed that Mr. Parth Gandhi has been appointed as Non-Executive Non-Independent Director of the Company w.e.f May 27, 2021 . Mr. Parth Gandhi is a senior investment professional with significant experience in India for over two decades. Previously, Mr. Gandhi was a Senior Partner and Managing Director at Apollo Global Managements India JV with ICICI, AION. AION, was one of the largest single India focused Private Equity funds (USD 825 million) and with coinvest capital committed roughly USD 1.25 billion of investments in India. Prior to that Mr. Gandhi was President of Private Equity at ICICI Venture Funds Management Company Limited. At ICICI Venture Mr. Gandhi was responsible for establishing the strategic partnership with Apollo and in developing AION Investment strategy. Mr. Gandhi serves on the International Advisory Board for Michigan State University, is a charter member of TIE Global

(The Indus Entrepreneurs) and an active member of The Explorers Club and ASSOCHAM (The Associated Chambers of Commerce and Industry of India). In previous jobs, Mr. Gandhi was Managing Director at Navigator Capital Advisors Limited and prior to that was a Consultant with Ernst and Young.

Considering his experience and knowledge and his valuation contribution, the Nomination and Remuneration (Compensation) Committee and Board of Directors in its meeting held on October 22, 2021 and November 9, 2021 respectively, approved grant of 25,000 Employee Stock Options (ESOPs) to Mr. Parth Gandhi, Non-Executive Non-Independent Director under PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A of the Company subject to approval of shareholders.

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Section in Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, the Board of Directors on recommendation of the Nomination & Remuneration Committee has the power to approve the payment of remuneration in aggregate upto 3% of the net profit of the Company (if there is no managing director or whole-time director in the Company) to all the Non-Executive Directors of the Company subject to approval of shareholders. The Company can also pay remuneration above 3% of the net profits of the Company subject to approval of shareholders by way of Special Resolution.

Further, in case of inadequacy of profits i.e the sum payable to all the Directors exceeds the limit of overall 11% above of net profits of the Company in any year, the Company may pay such higher amount subject to compliance of Schedule V of the Act.

Further, Regulation 17 (ca) of the SEBI Listing Regulations states that in case the remuneration payable to single Non-Executive Director exceeds 50% (fifty percent) of the total remuneration payable to all Non-Executive Directors in any year, the Company is also required to take approval of shareholders by way of Special Resolution.

Also, as per Regulation 17(6)(c) of SEBI Listing Regulations, the approval of shareholders for payment of remuneration to non-executive directors, shall specify the limits for the maximum number of stock options that may be granted to non-executive directors, in any financial year and in aggregate.

Since perquisite value of ESOPs proposed to be granted to Mr. Parth Gandhi may cross the aforesaid threshold of 11% (to all directors) and/or exceeds 50% of the total remuneration payable to all Non-Executive Directors in any year, it is also proposed to take shareholders approval for the payment of remuneration arising out of grant of the aforesaid ESOPs to Mr. Parth Gandhi upon excise, by way of Special Resolution.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on November 9, 2021 have approved payment of remuneration as detailed aforesaid to Directors in the absence or inadequacy of profits in Financial Year(s). The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 4 is annexed hereto as “Annexure II”.

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. 4** for the approval of Shareholders by way of a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except Mr. Parth Gandhi.

ITEM NO. 5: APPROVAL OF APPOINTMENT OF MR. MUNGO PARK (DIN: 09390792) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Mungo Park (DIN: 09390792) as an Additional Director, designated as an Independent Director Additional Director – Non-Executive & Independent of the Company for a term of 5 (Five) consecutive years with effect from November 9, 2021 to November 8, 2026 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Mungo Park would require the approval of the members of the Company by March 31, 2022.

Mr. Mungo Park is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Mungo Park that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Mungo Park for the office of a Director of the Company.

In the opinion of the Board, Mr. Mungo Park fulfils the conditions for appointment as an Independent Director as specified in the Act and SEBI Listing Regulations. Mr. Mungo Park is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Mungo Park in the business segment in which the Company deals as well as his educational background, appointment of Mr. Mungo Park as an Independent Director is in the interest of the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Mr. Mungo Park as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f. November 9, 2021 to November 8, 2026 (both days inclusive).

Details of Mr. Mungo Park are provided in the "Annexure III" 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.

Copy of the letter of appointment of Mr. Mungo Park setting out the terms and conditions of appointment shall be available for inspection by the members at the Registered Office of the Company during business hours on any working day .

Save and except Mr. Mungo Park, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Special Resolution** set out in the Notice for approval by the members.

ITEM NO. 6: APPROVAL OF APPOINTMENT OF MR. ROBERT SINCLAIR (DIN: 09390821) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Robert Sinclair (DIN: 09390821) as an Additional Director, designated as an Independent Director Additional Director – Non-Executive & Independent of the Company for a term of 5 (Five) consecutive years with effect from November 9, 2021 to November 8, 2026 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Robert Sinclair would require the approval of the members of the Company by March 31, 2022.

Mr. Robert Sinclair is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Robert Sinclair that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Robert Sinclair for the office of a Director of the Company.

In the opinion of the Board, Mr. Robert Sinclair fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Robert Sinclair is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Robert Sinclair in the business segment in which the Company deals as well as his educational background, appointment of Mr. Robert Sinclair as an Independent Director is in the interest of the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Mr. Robert Sinclair as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f. November 9, 2021 to November 8, 2026 (both days inclusive).

Details of Mr. Robert Sinclair are provided in the "Annexure III" 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.

Copy of the letter of appointment of Mr. Robert Sinclair setting out the terms and conditions of appointment shall be available for inspection by the members at the Registered Office of the Company during business hours on any working day.

Save and except Mr. Robert Sinclair, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Special Resolution** set out in the Notice for approval by the Members.

ITEM NO. 7: APPROVAL OF APPOINTMENT OF MR. NISHANT PARIKH (DIN: 07349640) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Nishant Parikh (DIN: 07349640) as an Additional Director, designated as an Independent Director Additional Director – Non-Executive & Independent of the Company for a term of 5 (Five) consecutive years with effect from December 8, 2021 to December 7, 2026 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Nishant Parikh would require the approval of the members of the Company by March 31, 2022.

Mr. Nishant Parikh is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Nishant Parikh that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Nishant Parikh for the office of a Director of the Company.

In the opinion of the Board, Mr. Nishant Parikh fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Nishant Parikh is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Nishant Parikh in the business segment in which the Company deals as well as his educational background, appointment of Mr. Nishant Parikh as an Independent Director is in the interest of the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Mr. Nishant Parikh as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f. December 8, 2021 to December 7, 2026 (both days inclusive).

Details of Mr. Nishant Parikh are provided in the "Annexure III" 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.

Copy of the letter of appointment of Mr. Nishant Parikh setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company during business hours on any working day.

Save and except Mr. Nishant Parikh, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Special Resolution** set out in the Notice for approval by the members.

ITEM NO. 8: APPROVAL OF APPOINTMENT OF MS. Yael GAIROLA (DIN: 08434509) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Ms. Yael Gairola (DIN: 08434509) as an Additional Director, designated as an Independent Director Additional Director – Non-Executive & Independent of the Company for a term of 5 (Five) consecutive years with effect from December 8, 2021 to December 7, 2026 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Yael Gairola would require the approval of the members of the Company by March 31, 2022.

Ms. Yael Gairola is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from Ms. Yael Gairola that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Yael Gairola for the office of a Director of the Company.

In the opinion of the Board, Ms. Yael Gairola fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Ms. Yael Gairola is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Ms. Yael Gairola in the business segment in which the Company deals as well as his educational background, appointment of Ms. Yael Gairola as an Independent Director is in the interest of the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Ms. Yael Gairola as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f. December 8, 2021 to December 7, 2026 (both days inclusive).

Details of Ms. Yael Gairola are provided in the "Annexure III" 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.

Copy of the letter of appointment of Ms. Yael Gairola setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company during business hours on any working day.

Save and except Ms. Yael Gairola, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Special Resolution** set out in the Notice for approval by the Members.

**By Order of the Board of Directors
for PDS Multinational Fashions Limited**

Sd/-

**Abhishekh Kanoi
General Counsel & Company Secretary
ICSI Membership No.: F-9530**

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

Place: Mumbai
Date: December 8, 2021

Regd. Office:

No. 758 & 759, 2nd Floor, 19th Main,
Sector-2, HSR Layout Bengaluru – 560102.

E-mail: investors@pdsmultinational.com

Website: www.pdsmultinational.com



**GUPTA ANKIT & CO
CHARTERED ACCOUNTANTS**

**The Board of Directors
PDS Multinational Fashions Limited
758 & 759, 2nd Floor, 19th Main, Sector-2, HSR Layout, Bengaluru,
Karnataka, India, 560102**

We, have examined the relevant records of the Company and information provided by Management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the change of Company's name from **PDS MULTINATIONAL FASHIONS LIMITED** to **PDS LIMITED**.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we do hereby confirm that

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year.
The Company has not changed its name since at least one year.
- b) At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name:
Not Applicable since there is no change in the activity/project of the company in the preceding one year period.
- c) The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:
Not applicable since there is no change in the activity/Project of the company.

This Certificate is issued at the request of the Company pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

**For Gupta Ankit & Co.
Chartered Accountants
FRN- 022925N**


**Deepika Gupta
Partner
Membership No.:- 519942
UDIN:21519942AAAAC64733
Date: 08.12.2021
Place: New Delhi**

Annexure-II

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION

1	Nature of industry	The Company is engaged in the business as manufacturers, processors, traders, importers, exporters, marketers, showroom owners, general commission agents, dealers, distributors, brokers, wholesalers, retailers, exchangers, franchise traders, stockists, jobbers, processors, fabricators etc. in all kinds of garments.
2	Date or expected date of commencement of commercial production.	The Company is in operation since 2011.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.
4	Financial performance based on given indicators	In the Financial Year 2020-2021, the Company made a turnover of INR 4,611.89 Lakhs and Profit of INR 4,471.59 Lakhs after tax.
5	Foreign Investments or collaborations, if any	The Company has no foreign collaborators and hence there is no Equity participation by foreign collaborators in the Company.

II. INFORMATION ABOUT THE APPOINTEE

	Names of Appointee	Mr. Parth Gandhi
1	Background details	The brief details of Mr. Parth Gandhi is set out in Explanatory Statement at Item No. 4.
2	Past remuneration (Rupees in lacs)	NIL
3	Recognition or awards	Industry stature and representation across several business/ industry forums of repute.
4	Job profile and his/her suitability	Mr. Parth Gandhi had been appointed at the Board Meeting held on May 27, 2021 as Non-Executive & Non-Independent Director. The aforesaid Director have been appointed in the capacity of Non-Executive Director to bring professional expertise and strengthening the Board. In lieu of their appointment for long tenure will actively led the stellar growth story of the Company and the Company will attain new heights of market share price and profitability.
5	Remuneration proposed	As stated in the Explanatory Statement at Item No. 4.
6	Comparative remuneration profile with respect to industry, size of	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by the Appointees, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

	the Company, profile of the position and person.	
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Parth Gandhi is not related to any of the Directors and Key Managerial Personnel of the Company.

III. OTHER INFORMATION

1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2021, the profits of the Company was affected due to COVID pandemic and therefore the remuneration payable to the Directors would exceed the limits prescribed under the Companies Act, 2013 ('the Act'). Hence this proposed resolution under applicable provisions of Schedule V of the Act.
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected revenue considering the COVID impact. During Q2-FY22, results showed considerable growth in demand and business results.
3	Expected increase in productivity and profits in measurable terms	For FY2021-22-Q3 & Q4 there will be progressive recovery of demand and underlying business results.

**By Order of the Board of Directors
for PDS Multinational Fashions Limited**

Sd/-

Abhishekh Kanoi

General Counsel & Company Secretary

ICSI Membership No.: F-9530

Address: Unit No. 971, Solitaire Corporate Park
Andheri Ghatkopar Link Road,
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Place: Mumbai

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Sector-2, HSR Layout Bengaluru – 560102.

E-mail: investors@pdsmultinational.com

Website: www.pdsmultinational.com

Annexure-III
(for Item No. 5, 6, 7 & 8)

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 Directors seeking Appointment

Name of Director	Mr. Mungo Park	Mr. Robert Sinclair	Mr. Nishant Parikh	Ms. Yael Gairola
DIN	09390792	09390821	07349640	08434509
Date of Birth	23/03/1956	19/01/1963	03/11/1978	27/12/1973
Nationality	Irish	Canadian	Indian	Irish
Age	65 years	58 years	43 years	48 years
Qualification(s)	Mungo completed his education from Eton College, England, (Mathematics & English History, 1640-1660), Johns Hopkins University, Baltimore, MD, USA, (Financial Accounting) and Open University/London School of Economics, (Political Philosophy).	Born and raised in Canada, Ottawa, Robert holds a Bachelor of Arts Degree in Political Science from the University of Carleton, Ottawa, Canada and has lived and worked in Hong Kong, Singapore, and New York.	BA LLB (Hons.) from National Law College of India, Bangalore	INSEAD (Singapore/France), Masters in Business Administration. GMAT: 730 (top 4%) COLUMBIA LAW SCHOOL (New York), Masters of Laws. Harlan Fiske Stone Scholar (in recognition of superior academic achievements) HEBREW UNIVERSITY LAW SCHOOL (Israel), Bachelor of Laws. Graduated magna cum laude (top 5%); Dean's List Scholar
Experience (including expertise in specific functional area) / Brief Profile	Mr. Mungo Park has forty-five years' experience in investment banking/advisory, industry specialisation, technology innovation in health, sustainability and information and communication technology. He is presently, the Founder and Chair of Innovator Capital Limited ("ICL"). It is a London based specialist investment bank, founded by him in 2003.	Mr. Robert Sinclair was President Supply Chain of Global Brands Group (Part of Fung Holdings Limited Group). It is one of the world's leading branded fashion accessories, footwear, and apparel companies with wholesales of \$2.2 billion.	Mr. Nishant Parikh is a partner in Trilegal with extensive experience in the areas of corporate mergers and acquisitions, restructuring, and equity and mezzanine investments .	Ms. Yael Gairola is a C-Suite Executive with a track record of scaling, acquiring, and integrating Technology Companies and Start-Ups. Expertise in Strategy, Change Management, Turnarounds, Scale-ups, Operations, Commercial, Digital Transformation, Acquisitions and

	<p>From 2001 – 03, he worked with Columbus Asset Management and Navigator Asset Management (Chair) to develop novel - in the UK - corporate finance models. He also set up Portfin.com Limited (1999 – 2001). It was an internet company to provide “white label” platform for small to medium sized brokers and investment managers to offer to their customers.</p> <p>Prior to this, he has worked across Institutional Equity Sales and Research, Investment Banking (Biotech, Pharma, ICT), London Stock Exchange and as an Independent Advisor wherein he invested in and advised several companies.</p> <p>Some of his further appointments:</p> <ul style="list-style-type: none"> o 2006 - 2019 CDTi, Inc. (NASDAQ, sustainable technology innovation company) California, Director, Chair and Chair of Audit Committee o 2008 - 2017 Heart Metabolics, Director o 2010 - 2014 Climate Change Forum participant, UK Minister, Energy and Climate Change o 2019 - MagneGas, sustainable 	<p>Prior to joining GBG, January 2016 until September of 2018, he was responsible for overseeing one of four business units within the newly restructured entity of Li & Fung Trading i.e., LFS SCS3 - a US\$4.9 billion (FOB) business with 40 plus customers located in Asia, Latin America, North America, and Europe.</p> <p>Before taking on the role as President of LFS SCS3, he was the Chief Operating Officer for Li & Fung Sourcing from April 2013 to April 2016 where he oversaw Sourcing Operations (Offshore Sourcing offices globally), Business Development and Strategy for Li & Fung’s agency business concerning apparel, footwear, and hard/soft goods. In July of 2011, he joined Li & Fung Sourcing as an Executive VP responsible for the Sports and Lifestyle business unit, overseeing key customers such as Tommy</p>	<p>Mr. Parikh has advised several leading corporations, banks, funds and financial institutions on a broad range of matters and is highly regarded as a trusted and strategic advisor in complex situations including contentious assignments. He is also invited to advise boards and senior management on corporate governance issues and best practices</p>	<p>Post-Merger Integrations.</p> <p>Ms. Gairola is currently designated as Chief Operating Officer in Pangaia Materials Science which has an impact-driven direct-to-consumer materials science company bringing breakthrough innovations and patents into the world through lifestyle products.</p> <p>Earlier she was associated with Costal Digital as Managing Director, Coats PLC as Group Director of Strategy and M&A, The Boston Consulting Group as Consultant.</p>
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	technology innovation company, Ireland Limited, Director	<p>Hilfiger, Calvin Klein Jeans, Timberland, DKNY Jeans, and several other accounts, totalling US\$1.4 billion at FOB.</p> <p>Prior to this, he worked overseeing Sourcing responsibilities at VF Corporation and Global VP - Product Development at Ralph Lauren. He also founded a Hong Kong-based agency KOMPASS in 2002. It provides a design-driven, value-added services to clients.</p> <p>He is a founding member and current Chairman of GAFTI (Global Apparel and Footwear Initiative). He is also an active member of the American Chamber of Commerce in Hong Kong and served as an advisor to the Asia Industry Advisory Network for the College of Textiles, North Carolina State University.</p>		
Date of first Appointment on the Board	November 9, 2021	November 9, 2021	December 8, 2021	December 8, 2021
Details of Shareholding in the Company.	NIL	NIL	NIL	NIL

Directorship held in other Companies	NIL	NIL	NIL	NIL
Relationship with Directors and Key Managerial Personnel	None	None	None	None
No. of Board Meetings attended	1 (One)	1 (One)	NA	NA
Terms and conditions of Appointment and details of last drawn and proposed Remuneration	Terms and Conditions of appointment are displayed on the Company's website i.e. www.pdsmultinational.com . Proposed and last drawn Remuneration : Not Applicable			
Memberships/Chairmanships of Committees of other companies	NIL	NIL	NIL	NIL
Number of Stock Options	NIL	NIL	NIL	NIL