

PDS/SE/2020-21/56

February 25, 2021

The Secretary BSE Limited Pheeroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001, Maharashtra (India) Scrip Code: 538730 (BSE)	The Secretary National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No- 'C' Block, G Block Bandra-Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra (India) Scrip Code: PDSMFL (NSE)
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Sub: . Proceedings of Extra-Ordinary General Meeting of the Company held on Thursday, February 25, 2021 at 11:00 AM through Video Conferencing/ Other Audio-Visual Means pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We wish to inform you that the Extra-Ordinary General Meeting ('EOGM') of PDS Multinational Fashions Limited ('the Company') was held on Thursday, February 25, 2021 through Video Conferencing/ Other Audio-Visual Means.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed herewith the proceedings of the EOGM enclosed herewith as **Annexure- A** for your kind reference.

Further, pursuant to Regulation 44 of the SEBI Listing Regulations, the Company will disclose the results of e-voting along with the Scrutinizer's Report to the Stock Exchanges separately.

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

Thanking you,

Yours faithfully,
for PDS Multinational Fashions Limited


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



ANNEXURE A
PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING
PDS MULTINATIONAL FASHIONS LIMITED ('the Company')

A. Date, Time and Venue of the Extra-Ordinary General Meeting:

The Extra-Ordinary General Meeting ('EOGM') of the Company was held on Thursday, February 25, 2021 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The Meeting commenced at 11:00 AM (IST) and concluded at 12:00 Noon (IST). In compliance with the applicable provisions, the Company had also provided two-way video-conferencing facility and one-way live webcast of the proceedings of the EOGM.

B. Proceedings in Brief:

- Mr. Deepak Seth, Chairman and Non-Executive Director of the Company, chaired the Meeting.
- All the Members of the Board including the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the Meeting. Mr. Pallak Seth, Vice Chairman and Non-Executive Director was unable to participate in the Meeting due to his prior business commitments. Further, Mr. Sanjay Jain, Chief Executive Officer, Mr. Omprakash Makam Suryanarayana, Group Chief Operating Officer, Mr. Abhishekh Kanoi, Head of Legal & Company Secretary, other Business Heads from the respective verticals and Mr. R. Hariprasad Reddy, Practicing Company Secretary (Membership No.: FCS 8477), the Scrutinizer of the Company were also present at the Meeting.
- The requisite quorum being present, the Chairman called the Meeting to order and welcomed the Shareholders to the Company's EOGM.
- The Chairman informed that the EOGM was held through VC/ OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
- The Chairman informed that the facility for remote e-voting commenced at 9:00 A.M. on Monday, February 22, 2021 and concluded at 5:00 P.M. on Wednesday, February 24, 2021. He also informed that voting by electronic means was also available during the EOGM to those shareholders who had not already voted by means of remote e-voting. The Chairman further informed the Shareholders that Mr. R. Hariprasad Reddy, Practicing Company Secretary, (ICSI Membership No.: FCS 8477), was appointed as the scrutinizer to scrutinize the voting through electronic means (i.e. remote e-voting and voting at the meeting by using electronic system) in a fair and transparent manner and that he was present at the meeting through video-conferencing means.
- The Shareholders were informed that the Company has received 2 Letters alongwith Board Resolution from Corporate Shareholders appointing authorized representatives to vote and attend the Meeting under Section 113 of the Companies Act, 2013 in respect of 50,035 Equity Shares, representing 0.19% of the total Paid-up Equity Share Capital of the Company. Since, there is no physical attendance of the Members, the requirement of appointing proxy was not applicable.
- Thereafter, the Chairman gave a brief introduction to the shareholders about the newly appointed Chief Executive Officer, Mr. Sanjay Jain. He had apprised the Shareholders that Mr. Sanjay Jain was appointed as a Chief Executive Officer with



effect from January 15, 2021. Mr. Sanjay Jain has over 26 years of experience in leading transformation across various companies and helping them unlock their intrinsic value. He has raised over USD 4 billion from some of World's marquee strategic, private equity and financial investors. Mr. Sanjay Jain, with his global experience, would drive the growth, transformation, operational excellence, and shareholder value creation initiatives across the Company and its subsidiaries. Mr. Jain will focus on developing business strategies ensuring alignment with the short and long-term objectives of the Company. Along with growth & operational excellence, he would also focus on creating shareholder engagement and value creation initiatives.

- The following items of business as set out in the Notice convening the EOGM were commended for Members consideration and approval:

Special Resolutions:

- i. Approval of the Employees Stock Option Plan 2021 for the Employees of the Company.
- ii. Approval of the Employees Stock Option Plan 2021 for the Eligible Employees of the Company's subsidiaries.
- iii. Resolution approving the options to be granted and shares to be issued to the employees of the Company and its subsidiaries under the PDS ESOP 2021 equal to or in excess of 1% of the issued capital at the time of grant of options or shares (as case may be) but in any case not exceeding 2% of the issued capital of the Company at the time of grant of options or shares (as the case may be).

Ordinary Resolutions:

- iv. Approving the PDS Value Creation Incentive Plan 2021.
 - v. Approving the payment of Fund Raise Incentive to the Chief Executive Officer of the Company.
- The Chairman explained the objectives of proposed resolutions. The Chairman, then invited the Shareholders to put forth their observations and seek clarifications, if any relating to the Items set out in the Notice to the EOGM and matters related thereto. Some of the shareholders, attending the meeting through video-conferencing means, expressed their views relating to the business and operations of the Company. After hearing from the speaker Shareholders as above, Mr. Deepak Seth, Chairman & Non-Executive Director of the Company, responded to their queries.
 - The Chairman informed the Shareholders that the results of e-voting shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company at www.pdsmultinational.com and Link Intime India Private Limited, the authorized agency provided e-voting facility at <https://instavote.linkintime.co.in> within 48 hours.
 - The Chairman thanked the shareholders for joining the EOGM of the Company and declared the Meeting as concluded.



C. Voting by Members:

- The Company had provided remote e-voting facility to its Members to cast votes electronically on all 5 items of business set out in the Notice.
- Further, the facility to vote on resolutions through electronic voting system at the meeting (Insta Poll) was made available to the Members who participated in the meeting and had not cast their votes through remote e-voting.

Notes:

1. The Company will separately intimate the results of e-voting to the Stock Exchanges.
2. This document does not constitute minutes of the proceedings of the Extra-ordinary General Meeting of the Company.

Thanking you,

Yours faithfully,
for PDS Multinational Fashions Limited


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

