

PDS/SE/2022-23/114B

April 11, 2022

<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <b>Scrip Symbol: PDSL</b>	<b>Corporate Relationship Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 <b>Scrip Code: 538730</b>
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**Re: ISIN - INE111Q01013**

**Sub: Report on Corporate Governance for the Quarter March 31, 2022.**

Dear Sir/ Madam,

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the Quarter ended March 31, 2022 for your reference.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

for **PDS Limited**

(*Erstwhile PDS Multinational Fashions Limited*)



**Abhishek Kanoi**

**Head of Legal & Company Secretary**

**ICSI Membership No.: F-9530**

*Encl.: As above*

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

**Regd. Off:** No. 758 & 759, 2<sup>nd</sup> Floor, 19<sup>th</sup> Main, Sector -2, HSR Layout, Bengaluru – 560 102, Karnataka, (India)

**Corp. Office:** Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road, Andheri (East), Mumbai – 400093, Maharashtra (India)

Email: [info@pdsmultinational.com](mailto:info@pdsmultinational.com); Website: [www.pdsmultinational.com](http://www.pdsmultinational.com); Telephone No.: +91 80 67653000; +91 22 41441100

CIN: L18101KA2011PLC094125

## General information about company

Scrip code	538730
NSE Symbol	PDSL
MSEI Symbol	NOTLISTED
ISIN	INE111Q01013
Name of the entity	PDS Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																	Add Notes			
Whether the listed entity has a Regular Chairperson																	Yes			
Whether Chairperson is related to MD or CEO																	No			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of the appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(2) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add		Delete																		
1	Mr	Deepak Seth	AABPS2568D	00009201	Non-Executive - Non independent Director	Chairperson		23-05-1951	NA		06-04-2011				2	0	2	0		
2	Ms	Poyel Seth	AABPS1006M	00009395	Non-Executive - Non independent Director	Not Applicable		29-05-1958	NA		06-04-2011				1	0	0	0		
3	Mr	Pallak Seth	ACWPS833B	00003940	Non-Executive - Non independent Director	Not Applicable		13-08-1977	NA		06-04-2011				1	0	0	0		
4	Ms	Saraswathy Venkateswaran	AJUPV2364D	01778608	Non-Executive - Independent Director	Not Applicable		05-10-1953	NA		14-02-2020	14-02-2020	14-03-2022	0	0	0	0	0		
5	Mr	Purth Gandhi	AABPS0664K	01658251	Non-Executive - Non independent Director	Not Applicable		01-04-1971	NA		27-05-2021				1	0	1	1		
6	Mr	Robert Smeaar	ZZZZ29999Z	09390821	Non-Executive - Independent Director	Not Applicable		09-01-1969	NA		09-11-2021	09-11-2021		5	1	1	0	0	173	
7	Mr	Mungo Park	ZZZZ29999Z	09390792	Non-Executive - Independent Director	Not Applicable		23-03-1956	NA		09-11-2021	09-11-2021		5	1	1	0	0	174	
8	Ms	Yael Garola	ZZZZ29999Z	08434509	Non-Executive - Independent Director	Not Applicable		24-12-1973	NA		08-12-2021	08-12-2021		4	1	1	1	1	175	
9	Mr	Nishant Parikh	AJAPP645C	07349640	Non-Executive - Independent Director	Not Applicable		03-11-1978	NA		08-12-2021	08-12-2021		4	1	1	1	0		



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08434509	Yael Gairola	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	00003021	Deepak Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
3	07349640	Nishant Parikh	Non-Executive - Independent Director	Member	08-12-2021		
4	09390792	Mungo Park	Non-Executive - Independent Director	Member	08-12-2021		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390821	Robert Sinclair	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	08434509	Yael Gairola	Non-Executive - Independent Director	Member	08-12-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	04-12-2021		
4							
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7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Chairperson	08-12-2021		
2	09390821	Robert Sinclair	Non-Executive - Independent Director	Member	08-12-2021		
3	00003021	Deepak Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
4							
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	08-12-2021		
3	00003021	Deepak Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
4	00003040	Pallak Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
5	99999999	Sarjany Jami	Member	Member	27-05-2021		
6	99999999	Ashish Gupta	Member	Member	27-05-2021		
7	99999999	Suresh Purjabi	Member	Member	27-05-2021		
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390792	Mungo Park	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	00003040	Pallak Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	27-05-2021		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
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10						



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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	<a href="#">Add</a>	<a href="#">Delete</a>				
1	09-11-2021			Yes	8	4
2	08-12-2021	28		Yes	8	4
3	31-01-2022	53		Yes	9	5
4	14-03-2022	41		Yes	7	5

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\* to be filled in only for the current quarter meetings



Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Notes

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add Delete								
1	Audit Committee	09-11-2021				Yes	4	3
2	Audit Committee	31-01-2022	82			Yes	3	3
3	Audit Committee	14-03-2022	41			Yes	3	3
4	Nomination and remuneration committee	09-11-2021				Yes	4	4
5	Nomination and remuneration committee	08-12-2021				Yes	3	2
6	Stakeholders Relationship Committee	31-01-2022				Yes	3	2
7	Stakeholders Relationship Committee	09-11-2021				Yes	2	1
8	Stakeholders Relationship Committee	31-01-2022				Yes	3	1
9	Risk Management Committee	09-11-2021				Yes	3	1
10	Risk Management Committee	30-03-2022				Yes	3	1
11	Corporate Social Responsibility Committee	31-01-2022				Yes	3	1

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\* to be filled in only for the current quarter meetings



**Annexure 1**

<b>V. Related Party Transactions</b>			
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>



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## Annexure II

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.pdsmultinational.com
2	Terms and conditions of appointment of independent directors	Yes		www.pdsmultinational.com
3	Composition of various committees of board of directors	Yes		www.pdsmultinational.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.pdsmultinational.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pdsmultinational.com
6	Criteria of making payments to non-executive directors	Yes		www.pdsmultinational.com
7	Policy on dealing with related party transactions	Yes		www.pdsmultinational.com
8	Policy for determining 'material' subsidiaries	Yes		www.pdsmultinational.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.pdsmultinational.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pdsmultinational.com
11	email address for grievance redressal and other relevant details	Yes		www.pdsmultinational.com
12	Financial results	Yes		www.pdsmultinational.com
13	Shareholding pattern	Yes		www.pdsmultinational.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.pdsmultinational.com
16	New name and the old name of the listed entity	Yes		www.pdsmultinational.com
17	Advertisements as per regulation 47 (1)	Yes		www.pdsmultinational.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.pdsmultinational.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pdsmultinational.com
21	Materiality Policy as per Regulation 30	Yes		www.pdsmultinational.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.pdsmultinational.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.pdsmultinational.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Abhishekh Kanoi
2	Designation	Company Secretary and Compliance Officer



**Annexure II**

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<input type="button" value="Add Notes"/>

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**Annexure II**

1	Name of signatory	Abhishekh Kanoi
2	Designation	Company Secretary and Compliance Officer



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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		<a href="#">Add Notes</a>

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1	Name of signatory	Abhishekh Kanoi
2	Designation	Company Secretary and Compliance Officer



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Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	<a href="#">Add Notes</a>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>	<a href="#">Add Notes</a>		
<b>II. Affirmations</b>			
<b>Affirmations</b>	<b>Compliance Status</b>	<b>Company Remarks</b>	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s),		<a href="#">Add Notes</a>	
Name			
Designation			
Place			
Date			

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### Signatory Details

Name of signatory	Abhishekh Kanoi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	11-04-2022

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