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PDS/SE/2023-24/312

December 1, 2023

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

Sub: Notice of Postal Ballot

Dear Sir/Madam,

In continuation of our earlier communication dated November 28, 2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated November 28, 2023 along with Explanatory Statement being sent to the Members of the Company today i.e. Friday, December 01, 2023, through Electronic Mode, seeking their approval for the Resolution as set out in the Postal Ballot Notice through Remote E-Voting process.

The date of events relevant to Postal Ballot are as below:

Sl. No.	Particulars	Dates
1	Cut-off Date	Friday, November 24, 2023 <i>[for determining the members entitled for remote e-voting and dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on the Cut-off Date.]</i>
2	Date of Completion of dispatch of Notice (by Electronic Means)	Friday, December 1, 2023
3	Date of Commencement of e-Voting	Saturday, December 2, 2023 at 9:00 A.M. (IST)
4	Date of Ending of e-Voting ("Last Date")	Sunday, December 31, 2023 at 5:00 P.M. (IST)
5	Date on which resolution will be deemed to be passed	Sunday, December 31, 2023
6	Results of Postal Ballot	On or before Tuesday, January 2, 2024

PDS Limited

(Erstwhile PDS Multinational Fashions Limited)

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

CIN: L18101MH2011PLC388088



www.pdsmultinational.com



info@pdsmultinational.com



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The Company has engaged the services of Link Intime India Private Limited ('Link Intime') for providing E-Voting facility to its Members. The aforementioned Postal Ballot Notice, along with the Explanatory Statement is also available on the Company's website at www.pdsltd.com and on the website of Link Intime at <https://instavote.linkintime.co.in>.

We request you to kindly take the above on records.

Thanking you,

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

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

Encl.: As above

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E-mail: investors@pdsitd.com • Website: www.pdsitd.com • Tel: +91 22 41441100



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

To

The Shareholders,

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 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard – II on General Meetings (“**SS-II**”), issued by the Institute of the Company Secretaries of India, the relaxations and clarifications issued by Ministry of Corporate Affairs Circulars vide General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022, General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated September 25, 2023 (the “**MCA Circulars**”) and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the PDS Limited (Erstwhile PDS Multinational Fashions Limited) (“**the Company**”) by passing resolution through postal ballot (“**Postal Ballot**”) by way of remote e-voting only (“**e-voting / remote e-voting**”).

The remote e-voting facility will be available for the following period:

Commencement of e-voting : Saturday, December 2, 2023 (9:00 A.M. IST)
End of e-voting : Sunday, December 31, 2023 (5:00 P.M. IST)

In accordance with Section 101 of the Act read with Rule 18 of the Rules and the MCA Circulars, the Company is sending Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 24, 2023 (“**Cut-off Date**”).

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the SEBI Listing Regulations is also attached.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

To approve appointment of Ms. Sandra Campos (DIN: 10390929) as Non-Executive Independent Director of the Company for a term of 2 consecutive years and in this regard, 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 Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Ms. Sandra Campos (DIN: 10390929), who was appointed as an Additional Non-Executive Independent Director w.e.f. November 28, 2023, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act 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, to hold office for a term of 2 (Two) consecutive years w.e.f. November 28, 2023 upto November 27, 2025 (both days inclusive) .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

By Order of the Board of Directors
For **PDS Limited**
(Erstwhile, PDS Multinational Fashions Limited)
Sd/-
Abhishekh Kanoi
Head of Legal & Company Secretary
ICSI Membership No.: F-9530
Address: Unit No. 971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri East,
Mumbai 400093. Maharashtra, India

Place: Mumbai
Date: November 28, 2023

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts for the proposed resolution is annexed herein below.
2. In view of the MCA Circulars, the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”), (collectively referred as “Depositories”), as on Friday, November 24, 2023 (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, since the matter 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, 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.pdsLtd.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 are available for inspection at the Registered Office and/or Corporate Office of the Company during business hours on any working day from date of dispatch of this Notice till the date of declaration of the results of Postal Ballot.
8. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e. Friday, November 24, 2023, only shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter, in this Notice.
9. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, November 24, 2023.
10. The Board of Directors of the Company in its meeting held on Tuesday, November 28, 2023, has appointed Mr. Gaurav Sainani (Membership No. A 36600 & Certificate of Practice No. 24482) and Mr. Sunny Gogiya (Membership No. A 56804 & Certificate of Practice No. 21563), Partners, M/s. SGGGS and Associates, Company Secretaries as Scrutinizer.
11. The Scrutinizer will after the conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot will be declared not later than 48 hours from the conclusion of e-voting. The Scrutinizer’s decision on the validity of votes cast through Postal Ballot will be final.
12. The result of the Postal Ballot along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company’s website at www.pdsLtd.com, website of BSE at www.bseindia.com and NSE at www.nseindia.com where the shares of the Company are listed and on the website of RTA at <https://instavote.linkintime.co.in>.
13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
14. All papers relating to Postal Ballot including voting by Remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes.
15. Some of the important details regarding the Remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through remote e-voting	Friday, November 24, 2023
Commencement of e-voting period	Saturday, December 02, 2023 at 9.00 A.M. (IST)
End of e-voting period	Sunday, December 31, 2023 at 5.00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Sunday, December 31, 2023.

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16. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf electronically to the Scrutinizer at email gaurav.sainani@legalixir.com with copies marked to the Company at investors@pdsLtd.com and to its RTA at delhi@linkintime.co.in.
17. Resolutions, if passed by the Members through Postal Ballot, is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Sunday, December 31, 2023 in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.
18. SEBI has made an amendment to Regulation 40 of the SEBI Listing Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment, Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 01, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.
19. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers. The folios wherein any one of the above cited documents/details are not available on or after December 31, 2023 shall be frozen. The security holders whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid complete documents details or for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024. However, an intimation shall be sent by the Company to the security holder that such payment is due and shall be made electronically only upon complying with the aforesaid requirements. Frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. Accordingly, such shareholders are requested to submit the requisite information / documents at the earliest with the RTA of the Company. The relevant documents for same may be accessed from the Company's website at: [https:// www.pdsLtd.com/Investor-Information.aspx](https://www.pdsLtd.com/Investor-Information.aspx)
20. **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 Saturday, December 02, 2023 and ends at 5.00 P.M. (IST) on Sunday, December 31, 2023. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, November 24, 2023 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.
21. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

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

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	<p>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.</p> <ul style="list-style-type: none"> • 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 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. • 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ¶% Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

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	<p>¶% Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>¶% Click “confirm” (Your password is now generated).</p> <ol style="list-style-type: none">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).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:

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

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the 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”.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

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HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ INSTITUTIONAL SHAREHOLDERS & EVOTING SERVICE PROVIDER IS LINKINTIME:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-Voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: +91 22 –4918 6000.

By Order of the Board of Directors

For **PDS Limited**

(Erstwhile, PDS Multinational Fashions Limited)

Sd/-

Abhishekh Kanoi

Head of Legal & Company Secretary

ICSI Membership No.: F-9530

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

Place: Mumbai

Date: November 28, 2023

PDS Limited

(Erstwhile PDS Multinational Fashions Limited)

CIN: L18101MH2011PLC388088

Regd. Office: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road, Andheri (East), Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsLtd.com • Website: www.pdsLtd.com • Tel: +91 22 41441100



EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED NOVEMBER 28, 2023 PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the business mentioned under Item No.1 of the accompanying Notice dated November 28, 2023:

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on November 28, 2023 has appointed Ms. Sandra Campos (DIN: 10390929) as an Additional (Non-Executive & Independent) Director for a term of 2 consecutive years w.e.f. November 28, 2023, subject to the approval of shareholders of the Company.

In compliance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”), Ms. Sandra Campos shall hold office up to the date of the next Annual General Meeting. However, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of Ms. Sandra Campos as a “Non- Executive Independent Director” of the Company within a period of 3 (Three) months from the date of appointment.

The Company has received all the requisite disclosures from Ms. Sandra Campos with respect to her appointment as Non- Executive Independent Director. Further, in opinion of the Board, Ms. Sandra Campos fulfills the conditions specified in the Act read with Listing Regulations relating to the appointment as an Independent Director and she is independent of the Management of the Company. She possesses the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company. Details of her profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are disclosed herein below.

In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

The Board of Directors believes that appointment of Ms. Sandra Campos will be of immense benefit to the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Ms. Sandra Campos as a Non- Executive Independent Director on the Board of the Company for a term of two consecutive years w.e.f November 28, 2023 to November 27, 2025.

Copy of letter of appointment of Ms. Sandra Campos setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Sandra Campos is concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

The Board recommends the Resolution as mentioned at Item No. 1 above for approval of the Members by way of a Special Resolution.

Brief Profile of Ms. Sandra Campos is as follows:

Sandra Campos is a highly accomplished retail executive with a distinguished career that spans three CEO roles, successful ventures, and impactful contributions as an independent board member. With over 25 years of experience in C-Suite positions within public and private companies, as well as entrepreneurial ventures, she has consistently demonstrated excellence in building and scaling global omni-channel businesses. Sandra is recognized as a retail leader known for turnarounds in competitive environments and pioneering next gen commerce initiatives through digital personalized consumer experiences, early adoption of emerging technologies including rental platforms and sustainability partnerships.

Currently, Sandra serves as an independent board director for Big Lots (NYSE: BIG) and PetMeds (NASDAQ: PETS), leveraging her expertise in digital commerce and supply chain management. She also provides strategic insights to Fabric Commerce, a venture-backed SaaS company, and PureRed, a private equity-owned marketing service and technology partner. Beyond her corporate roles, Sandra is actively involved in various initiatives, including her commitment to supporting Latina entrepreneurs’ access to capital and media through her Latina Disruptors series.

In her previous roles, Sandra held the position of Chief Executive Officer at Diane von Furstenberg, an iconic global multi-channel retailer, and served as the President of a portfolio of six global lifestyle brands at GBG with retail revenue exceeding \$1 billion.

As a true innovator, Sandra co-founded the first celebrity brand management company for teens with Selena Gomez, achieving significant success with the Dream Out Loud IP. Through joint venture partnerships, Dream Out Loud IP had fourteen licensees and secured a \$100 million annual exclusive partnership in 1,200 Kmart stores for five years.

Sandra is an advisor to groundbreaking special purpose acquisition companies, including the first all-female SPAC (NYSE: HLGX) and ShoulderUp Technology Acquisition Corporation (NYSE: SUAC). Recognized as a top professional in various fields, Sandra joined CNBC in 2020 as a regular retail contributor and responded to industry challenges by creating Fashion Launchpad, an edtech platform offering on-demand learning for professionals in retail, beauty, and CPG industries, helping them re-skill, up-skill, and pivot in their careers. Sandra’s diverse experience and dedication to empowering others make her a respected and influential figure in the business world.

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Additional Information for seeking appointment:

S. No.	Particulars	Details
1	Name of Director seeking appointment	Ms. Sandra Campos
2	DIN	10390929
3	Date of Birth/ Age	January 23, 1967/ 56 years
4	Date of First Appointment on the Board	November 28, 2023
5	Qualifications, Experience and nature of expertise in specific functional area	As per brief profile mentioned herein above
	Recognition or Awards	As per brief profile mentioned herein above
	Date of first Appointment on Board	November 28, 2023
6	Remuneration last drawn, if any	Nil
	Remuneration Proposed	Nil
7	Shareholding in the Company (Including Shareholding as a beneficial owner)	Nil
8	No. of Board Meetings attended during the year	NA
9	Terms and Conditions of appointment	Ms. Sandra Campos shall be Non- Executive Independent Director of the Company for a term of 2 consecutive years w.e.f. November 28, 2023, not liable to retire by rotation. and as per details mentioned in the proposed Resolution
10	Directorship held in other Companies as on date (Including Listed entities)	Nil
11	Name of the listed entities from which she had resigned in the past three years	Not Applicable
12	Membership/Chairmanship of Committees on the Board of other listed entities	Nil
13	Relationship with Promoters / Other Directors / Manager / KMPs	There is no inter-se relationship between Ms.Sandra Campos and Promoters / other Directors /Manager/ Key Managerial Personnel of the Company
14	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements / Suitability	Expertise in Business Strategy, Supply Chain Management, Digital Commerce, Brand Management etc.,

By Order of the Board of Directors

For PDS Limited

(Erstwhile, PDS Multinational Fashions Limited)

Sd/-

Abhishekh Kanoi

Head of Legal & Company Secretary

ICSI Membership No.: F-9530

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