

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of **PDS Multinational Fashions Limited** will be held on **Friday, the 30th day of July, 2021 at 11:00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To declare the Final Dividend of ₹15.75/- (Rupees Fifteen and Seventy-Five Paise Only) per share for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Deepak Seth (DIN 00003021) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve appointment of Mr. Parth Gandhi (DIN: 01658253) as a Director (Non-Executive & Non-Independent) Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), appointment of Mr. Parth Gandhi (DIN: 01658253) as a Non-Executive & Non-Independent Director of the Company, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 161, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") and the Rules framed thereunder 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. Parth Gandhi (DIN: 01658253), who was appointed by the Board of Directors as an Additional (Non-Executive & Non-Independent) Director of the Company w.e.f. May 27, 2021, and who holds office upto the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Act read with Articles of Association of the Company but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice, in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive

& Non-Independent) of the Company, liable to retire by rotation.

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."

5. **To approve increase in Authorized Share Capital of the Company**

To consider and if thought fit, to approve, with or without modification(s), increase in Authorized Share Capital of the Company as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "**Act**") read with the Rules framed thereunder and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹27,00,00,000/- (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each to ₹28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each by creation of an additional ₹1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each and such Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Act read with the Rules framed thereunder and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to amend Clause V of the Memorandum of Association (MOA) of the Company by substituting the existing Clause V of MOA with new Clause V as follows:

- V. The Authorized Share Capital of the Company is ₹28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

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

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 (hereinafter referred to as 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, as amended from time to time (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 amend the terms of the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 ("**PDS ESOP 2021**") such that the maximum period within which the options granted under the PDS ESOP 2021 shall vest be increased to 4 (Four) Years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) 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 amendments in the terms of the PDS ESOP 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, Company Secretary, any officer of the Company 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."

7. **Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan A for the Employees 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 Section 62 of the Companies Act, 2013 (hereinafter referred to as 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, as amended from time to time (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 the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Nomination and Remuneration Committee or any other committee which the Board has constituted to exercise the powers conferred by the Board, including the powers conferred by this resolution), to implement the "PDS Multinational Fashions Limited- Employee Stock Option Plan 2021 – Plan A" (the "**PDS ESOP (A) 2021**" or "**Scheme**" or "**Plan**") and that the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot, in one or more tranches, a maximum of 5,82,410 Employee Stock Options (the "**Options**") as the Board may decide; from time to time and in one or more tranches, to: (i) a permanent employee of the Company working in India or outside of India; (ii) a director of the Company or (iii) an employee, as defined in sub-clauses (i) or (ii) of an existing and future subsidiary, in India or outside of India, but excludes - (a) an individual who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares; and (c) an independent director (within the meaning of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**") as applicable under the PDS ESOP (A) 2021, (all such persons are hereinafter collectively referred to as the "**Eligible Employees**"), on such terms, conditions, price and manners as set out in the PDS ESOP (A) 2021 including any modifications thereof.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to approve grant of Options and issue grant letters to Eligible Employees in accordance with the terms of the PDS ESOP (A) 2021.

RESOLVED FURTHER THAT the Company be and is hereby authorized to obtain approval from the Securities and Exchange Board of India and the Stock Exchanges or such other authorities, as required, for listing and trading of shares issued pursuant to the exercise of Options.

RESOLVED FURTHER THAT the number of Equity Shares underlying the Options and/or equity linked instruments which would give rise to issue of Equity Shares of the Company (hereinafter referred to as the "**Equity Shares**") to be exercisable, subscribed, issued, offered and allotted under the Scheme shall not exceed 5,82,410 Equity Shares of the Company of Face Value of ₹10/- each fully paid-up.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to issue and allot such number of Equity Shares within the limit as set out above and may be required to be issued and allotted upon exercise of any Option or as may be necessary in accordance with the terms of the Options, and all the Equity Shares so issued and allotted pursuant to the Scheme shall rank pari passu with the Equity Shares of the Company in all respects, exist at the time of allotment.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to, and the Board be and is hereby authorized to do the following:

- a) devise, formulate, and bring into effect the PDS ESOP (A) 2021 in accordance with the terms approved in this resolution and as per provisions of the applicable laws.
- b) designate the Nomination and Remuneration Committee of the Company as the Compensation Committee for the purposes of the SEBI SBEB Regulations, which will administer and manage the PDS ESOP (A) 2021.
- c) take necessary steps for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges as per the provisions of the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws.
- d) re-price the Options at any time as it deems fit, which are not exercised, if the exercise price of the Options is rendered unattractive due to fall in price of the shares in the market and such re-pricing is not detrimental to the interest of the employees.
- e) determine and conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws to the extent relevant to the PDS ESOP (A) 2021.
- f) determine the criteria to identify Eligible Employees to whom benefit of the Scheme shall be extended, determine the criteria for grant of Options, vesting period, exercise price, vesting schedule, vesting conditions, withdraw, lapse or expiry of the Options and matter relating thereto.
- g) determine the adjustment in number of Options and/ or exercise price as may be reasonably necessary in the event of various corporate actions proposed to be taken by the Company including subdivision or consolidation of shares, issuance of bonus shares, merger or reorganization of capital structure of the Company, as it thinks appropriate to adjust.
- h) appoint or authorize or direct to appoint intermediaries, professionals, agencies, advisors, merchant bankers, corporate trustee, banks, authorized dealers, valuers, consultants, brokers, agents, escrow agents, administrator, representative assessee, guarantor, special purpose vehicle and representatives as

may be necessary or incidental for implementation or administration of the Scheme or as it may, in its absolute discretion, deem fit, including to bear, receive and disburse monies on behalf of the Eligible Employees.

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 Scheme 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, Company Secretary, any officer of the Company 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.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PDS ESOP (A) 2021."

8. **Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan A for the Eligible Employees of the Company's subsidiaries**

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 (hereinafter referred to as 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, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing 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 the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall include the Nomination and Remuneration Committee or any other committee which the Board has constituted to exercise the powers

conferred by the Board, including the powers conferred by this resolution), to implement the "PDS Multinational Fashions Limited- Employee Stock Option Plan 2021 – Plan A" (the "**PDS ESOP (A) 2021**" or "**Scheme**" or "**Plan**") and That the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot such number of options (the "**Options**"), as the Board may determine; from time to time and in one or more tranches, to (i) a permanent employee of any existing or future subsidiary company(ies) of the Company, working in India or outside of India and (ii) a director of any existing or future subsidiary company(ies) of the Company, in India or outside of India under the PDS ESOP (A) 2021, (all such persons are hereinafter collectively referred to as the "**Eligible Employees**"), on such terms, conditions, price and manners as set out in the PDS ESOP (A) 2021 including any modifications thereof.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to approve grant of Options and issue grant letters to Eligible Employees in accordance with the terms of the PDS ESOP (A) 2021.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to obtain approval from the Securities and Exchange Board of India and the Stock Exchanges or such other authorities, as required, for listing and trading of shares issued pursuant to the exercise of Options.

RESOLVED FURTHER THAT the number of Equity Shares underlying the Options and/or equity linked instruments which would give rise to issue of Equity Shares of the Company (hereinafter referred to as the "**Equity Shares**") to be exercisable, subscribed, issued, offered and allotted under the Scheme shall not exceed 5,82,410 Equity Shares of the Company of Face Value of ₹10/- each fully paid-up.

RESOLVED FURTHER THAT the Board of the Company (be and is hereby authorized to issue and allot such number of Equity Shares within the limit as set out above and may be required to be issued and allotted upon exercise of any Option or as may be necessary in accordance with the terms of the Options, and all the Equity Shares so issued and allotted pursuant to the Scheme shall rank pari passu with the Equity Shares of the Company in all respects, exist at the time of allotment.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to, and the Board be and is hereby authorized to do the following:

- a) devise, formulate, and bring into effect the PDS ESOP (A) 2021 in accordance with the terms approved in this resolution and as per provisions of the applicable laws.
- b) designate the Nomination and Remuneration Committee of the Company as the Compensation Committee for the purposes of the SEBI SBEB Regulations, which will administer and manage the PDS ESOP (A) 2021.

- c) take necessary steps for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges as per the provisions of the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws.
- d) re-price the Options at any time as it deems fit, which are not exercised, if the exercise price of the Options is rendered unattractive due to fall in price of the shares in the market and such re-pricing is not detrimental to the interest of the employees.
- e) determine and conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws to the extent relevant to the PDS ESOP (A) 2021.
- f) determine the criteria to identify Eligible Employees to whom benefit of the Scheme shall be extended, determine the criteria for grant of Options, vesting period, exercise price, vesting schedule, vesting conditions, withdraw, lapse or expiry of the Options and matter relating thereto.
- g) determine the adjustment in number of Options and/or exercise price as may be reasonably necessary in the event of various corporate actions proposed to be taken by the Company including subdivision or consolidation of shares, issuance of bonus shares, merger or reorganization of capital structure of the Company, as it thinks appropriate to adjust.
- h) appoint or authorize or direct to appoint intermediaries, professionals, agencies, advisors, merchant bankers, corporate trustee, banks, authorized dealers, valuers, consultants, brokers, agents, escrow agents, administrator, representative assessee, guarantor, special purpose vehicle and representatives as may be necessary or incidental for implementation or administration of the Scheme or as it may, in its absolute discretion, deem fit, including to bear, receive and disburse monies on behalf of the Eligible Employees.

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 Scheme 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, Company Secretary, any officer of the Company 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.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PDS ESOP (A) 2021."

9. **Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B for the Employees 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 Section 62 of the Companies Act, 2013 (hereinafter referred to as 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, as amended from time to time (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 the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Nomination and Remuneration Committee or any other committee which the Board has constituted to exercise the powers conferred by the Board, including the powers conferred by this resolution), to implement the "PDS Multinational Fashions Limited- Employee Stock Option Plan 2021 – Plan B" (the "**PDS ESOP (B) 2021**" or "**Scheme**" or "**Plan**") and That the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot, in one or more tranches, a maximum of 1,01,348 Employee Stock Options such number of options (the "**Options**") by way of a trust; from time to time and in one or more tranches as the Board may decide, to: (i) a permanent employee of the Company working in India or outside of India; (ii) a director of the Company or (iii) an employee, as defined in sub-clauses (i) or (ii) of an existing and future subsidiary, in India or outside of India, but excludes - (a) an individual who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares; and (c) an independent director (within the meaning of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**") as applicable under the PDS ESOP (B) 2021, (all such persons are hereinafter collectively referred to as the "**Eligible Employees**"), on such terms, conditions, price and manners as set out in the PDS ESOP (B) 2021 including any modifications thereof.

RESOLVED FURTHER THAT the PDS ESOP (B) 2021 for grant of stock options to the employees of the Company be implemented through an irrevocable trust to be set up by the Company in the name of PDS Multinational Fashions ESOP Trust ("**Trust**"), and the Company be and is hereby authorized to establish the Trust on such terms and conditions as may be determined by the Board of Directors in accordance with the provisions of the PDS ESOP (B) 2021, the SEBI SBEB Regulations and in accordance with other applicable laws and regulations, and take all steps necessary in this regard.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to approve grant of Options and issue grant letters to Eligible Employees in accordance with the terms of the PDS ESOP (B) 2021.

RESOLVED FURTHER THAT the Company be and is hereby authorized to obtain approval from the Securities and Exchange Board of India and the Stock Exchanges or such other authorities, as required, for listing and trading of shares issued pursuant to the exercise of Options.

RESOLVED FURTHER THAT the number of Equity Shares underlying the Options and/or equity linked instruments which would give rise to issue of Equity Shares of the Company (hereinafter referred to as the "**Equity Shares**") to be exercisable, subscribed, issued, offered and allotted under the Scheme shall not exceed 1,01,348 Equity Shares of the Company of Face Value of ₹10/- each fully paid-up, of which up to 1,01,348 Equity Shares shall be issued and allotted by the Company to the Trust and up to 1,01,348 Equity Shares shall be acquired from the secondary market by the Trust.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to issue and allot such number of Equity Shares within the limit as set out above and may be required to be issued and allotted upon exercise of any Option or as may be necessary in accordance with the terms of the Options, and all the Equity Shares so issued and allotted pursuant to the Scheme shall rank pari passu with the Equity Shares of the Company in all respects, exist at the time of allotment.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to, and the Board be and is hereby authorized to do the following:

- a) devise, formulate, and bring into effect the PDS ESOP (B) 2021 in accordance with the terms approved in this resolution and as per provisions of the applicable laws.
- b) designate the Nomination and Remuneration Committee of the Company as the Compensation Committee for the purposes of the SEBI SBEB Regulations, which will administer and manage the PDS ESOP (B) 2021.
- c) take necessary steps for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges

as per the provisions of the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws.

- d) re-price the Options at any time as it deems fit, which are not exercised, if the exercise price of the Options is rendered unattractive due to fall in price of the shares in the market and such re-pricing is not detrimental to the interest of the employees.
- e) determine and conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws to the extent relevant to the PDS ESOP (B) 2021.
- f) determine the criteria to identify Eligible Employees to whom benefit of the Scheme shall be extended, determine the criteria for grant of Options, vesting period, exercise price, vesting schedule, vesting conditions, withdraw, lapse or expiry of the Options and matter relating thereto.
- g) determine the adjustment in number of Options and/or exercise price as may be reasonably necessary in the event of various corporate actions proposed to be taken by the Company including subdivision or consolidation of shares, issuance of bonus shares, merger or reorganization of capital structure of the Company, as it thinks appropriate to adjust.
- h) appoint or authorize or direct to appoint intermediaries, professionals, agencies, advisors, merchant bankers, corporate trustee, banks, authorized dealers, valuers, consultants, brokers, agents, escrow agents, administrator, representative assesse, guarantor, special purpose vehicle and representatives as may be necessary or incidental for implementation or administration of the Scheme or as it may, in its absolute discretion, deem fit, including to bear, receive and disburse monies on behalf of the Eligible Employees.

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 Scheme 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, Company Secretary, any officer of the Company 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.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PDS ESOP (B) 2021."

10. **Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B for the for the Eligible Employees of the Company's subsidiaries**

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 (hereinafter referred to as 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, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing 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 the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Nomination and Remuneration Committee or any other committee which the Board has constituted to exercise the powers conferred by the Board, including the powers conferred by this resolution), to implement the "PDS Multinational Fashions Limited- Employee Stock Option Plan 2021 – Plan B" (the "**PDS ESOP (B) 2021**" or "**Scheme**" or "**Plan**") and that the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot such number of options (the "**Options**") by way of a trust; from time to time and in one or more tranches, as the Board may determine to (i) a permanent employee of any existing or future subsidiary company(ies) of the Company, working in India or outside of India and (ii) a director of any existing or future subsidiary company(ies) of the Company, in India or outside of India under the PDS ESOP (B) 2021, (all such persons are hereinafter collectively referred to as the "**Eligible Employees**"), on such terms, conditions, price and manners as set out in the PDS ESOP (B) 2021 including any modifications thereof.

RESOLVED FURTHER THAT the PDS ESOP (B) 2021 for grant of stock options to the employees of the Company be implemented through an irrevocable trust to be set up by the Company in the name of PDS Multinational Fashions ESOP Trust ("**Trust**"), and the Company be and is hereby authorized to establish the Trust on such terms and conditions as may be determined by the Board of Directors

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in accordance with the provisions of the PDS ESOP (B) 2021, the SEBI SBEB Regulations and in accordance with other applicable laws and regulations, and take all steps necessary in this regard.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to approve grant of Options and issue grant letters to Eligible Employees in accordance with the terms of the PDS ESOP (B) 2021.

RESOLVED FURTHER THAT the Company be and is hereby authorized to obtain approval from the Securities and Exchange Board of India and the Stock Exchanges or such other authorities, as required, for listing and trading of shares issued pursuant to the exercise of Options.

RESOLVED FURTHER THAT the number of Equity Shares underlying the Options and/or equity linked instruments which would give rise to issue of Equity Shares of the Company (hereinafter referred to as the “**Equity Shares**”) to be exercisable, subscribed, issued, offered and allotted under the Scheme shall not exceed 1,01,348 Equity Shares of the Company of Face Value of ₹10/- each fully paid-up of which up to 1,01,348 Equity Shares shall be issued and allotted by the Company to the Trust and up to 1,01,348 Equity Shares shall be acquired from the secondary market by the Trust.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to issue and allot such number of Equity Shares within the limit as set out above and may be required to be issued and allotted upon exercise of any Option or as may be necessary in accordance with the terms of the Options, and all the Equity Shares so issued and allotted pursuant to the Scheme shall rank pari passu with the Equity Shares of the Company in all respects, exist at the time of allotment.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to, and the Board be and is hereby authorized to do the following:

- a) devise, formulate, and bring into effect the PDS ESOP (B) 2021 in accordance with the terms approved in this resolution and as per provisions of the applicable laws.
- b) designate the Nomination and Remuneration Committee of the Company as the Compensation Committee for the purposes of the SEBI SBEB Regulations, which will administer and manage the PDS ESOP (B) 2021.
- c) take necessary steps for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges as per the provisions of the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws.
- d) re-price the Options at any time as it deems fit, which are not exercised, if the exercise price of the Options is rendered unattractive due to fall in price of the shares

in the market and such re-pricing is not detrimental to the interest of the employees.

- e) determine and conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws to the extent relevant to the PDS ESOP (B) 2021.
- f) determine the criteria to identify Eligible Employees to whom benefit of the Scheme shall be extended, determine the criteria for grant of Options, vesting period, exercise price, vesting schedule, vesting conditions, withdraw, lapse or expiry of the Options and matter relating thereto.
- g) determine the adjustment in number of Options and/ or exercise price as may be reasonably necessary in the event of various corporate actions proposed to be taken by the Company including subdivision or consolidation of shares, issuance of bonus shares, merger or reorganization of capital structure of the Company, as it thinks appropriate to adjust.
- h) appoint or authorize or direct to appoint intermediaries, professionals, agencies, advisors, merchant bankers, corporate trustee, banks, authorized dealers, valuers, consultants, brokers, agents, escrow agents, administrator, representative assessee, guarantor, special purpose vehicle and representatives as may be necessary or incidental for implementation or administration of the Scheme or as it may, in its absolute discretion, deem fit, including to bear, receive and disburse monies on behalf of the Eligible Employees.

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 Scheme 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.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PDS ESOP (B) 2021."

11. **Authorization to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company from the secondary market in furtherance of the PDS Multinational Fashions Limited - Employees Stock Option Plan – Plan B**

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

"RESOLVED THAT pursuant to provisions of Regulation 6(3)(a) and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), the Memorandum and Articles of Association of the Company, 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 the PDS Multinational Fashions ESOP Trust, an irrevocable trust to be set up by the Company ("**Trust**") to acquire upto 1,01,348 Equity Shares of the Company, in one or more tranches, from the secondary market ("**Secondary Shares**"), for the purpose of implementation of the PDS ESOP (B) 2021, at such price and at such terms and conditions that the Trust may deem fit and do all such acts, deeds and things as may be incidental or ancillary in this regard.

RESOLVED FURTHER THAT the total number of Secondary Shares acquired by the Trust in any financial year shall not exceed more than 2% of the Paid-up Equity Share Capital of the Company as at the end of the previous financial year and the total number of Secondary Shares held by the Trust at any time shall not exceed 5% of the Paid-up Equity Share Capital of the Company at the end of the previous financial year.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organization, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof) be and is hereby authorized in its absolute discretion as it deems fit; for the aforesaid purpose, to give effect to this resolution 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, Company Secretary, any officer of the Company 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."

12. **Authorization to the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B**

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 67(3), 62(1)(b) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**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), enabling provisions of the Memorandum and Articles of Association of the Company, other law, notifications, circulars, rules and clarifications, guidance as may be applicable and relevant and subject to requisite approvals of the SEBI, Stock Exchanges and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approvals as may be agreed by the Board of the Company, consent of the Members of the Company be and is hereby accorded to the Company to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to PDS Multinational Fashions ESOP Trust ("**Trust**"), an irrevocable trust set-up by the Company in one or more tranches not exceeding, i.e. 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free Reserves for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares ("**Shares**") as may be prescribed under PDS ESOP (B) 2021 ("**Scheme**") or any other share based employee benefit plan which may be introduced by the Company from time to time ("**Employee Benefit Scheme(s)**") from time to time, with a view to deal in such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB) Regulations, Companies Act, 2013 and any other applicable laws and regulations such that the total amount of loan outstanding at any time

shall not exceed ₹5,80,00,000/- (Rupees Five Crores Eighty Lakhs Only).

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time by utilising the proceeds realised from exercise of Employee Stock Options during the term of the Scheme and/or Employee Benefit Scheme(s), as the case may be, and the amounts accrued to the Trust at the time of termination of the Scheme and/or Employee Benefit Scheme(s), as the case may be.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by the SEBI (SBEB) Regulations.

RESOLVED FURTHER THAT the trustees of the Trust shall not vote in respect of the Shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance with the provisions of the SEBI (SBEB) Regulations, the Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof) be and is hereby authorized in its absolute discretion as it deems fit; for the aforesaid purpose, to give effect to this Resolution 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 that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

13. **Approval of the PDS Multinational Fashions Limited - Phantom Stock Units Plan 2021 for the Employees 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 applicable provisions of the Companies Act, 2013 (hereinafter referred to as

the "**Act**"), read with Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if and only to the extent applicable, the Memorandum and Articles of Association of the Company, the applicable provision of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), if and only to the extent applicable, the applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**SEBI Listing Regulations**"), if and only to the extent applicable, 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 the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall include the Nomination and Remuneration Committee or any other committee which the Board has constituted to exercise the powers conferred by the Board, including the powers conferred by this resolution), to implement the "PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021" (the "**PDS PSU 2021**" or "**Scheme**" or "**Plan**") and That the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot phantom stock units (the "**Units**"); from time to time and in one or more tranches as may be determined by the Board, to: (i) a permanent employee of the Company working in India or outside of India; (ii) a director of the Company or (iii) an employee, as defined in sub-clauses (i) or (ii) of an existing and future subsidiary, in India or outside of India, but excludes - (a) an individual who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares; and (c) an independent director (within the meaning of the Act and SEBI Listing Regulations as applicable under the PDS ESOP (A) 2021, (all such persons are hereinafter collectively referred to as the "**Eligible Employees**"), on such terms, conditions, price and manners as set out in the PDS PSU 2021 including any modifications thereof.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to approve grant of Units and issue grant letters to Eligible Employees in accordance with the terms of the PDS PSU 2021.

RESOLVED FURTHER THAT the number of Units offered under the PDS PSU 2021 shall not exceed 1,72,283 Units in aggregate.

RESOLVED FURTHER THAT under the PDS PSU 2021, the appreciation in the value of shares underlying the Units shall be passed on by way of cash to the relevant employee upon exercise of the Units, in accordance with the terms of the PDS PSU 2021.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to, and the Board of the Company be and is hereby authorized to do the following:

- a) devise, formulate, and bring into effect the PDS PSU 2021 in accordance with the terms approved in this resolution and as per provisions of the applicable laws.
- b) designate the Nomination and Remuneration Committee of the Company as the Compensation Committee for the purposes of the SEBI SBEB Regulations, which will administer and manage the PDS PSU 2021.
- c) re-price the Units at any time as it deems fit, which are not exercised, if the exercise price of the Units is rendered unattractive due to fall in price of the shares in the market and such re-pricing is not detrimental to the interest of the employees.
- d) determine and conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws to the extent relevant to the PDS PSU 2021.
- e) determine the criteria to identify Eligible Employees to whom benefit of the Scheme shall be extended, determine the criteria for grant of Units, vesting period, exercise price, vesting schedule, vesting conditions, withdraw, lapse or expiry of the Units and matter relating thereto.
- f) determine the adjustment in number of Units and/ or exercise price as may be reasonably necessary in the event of various corporate actions proposed to be taken by the Company including subdivision or consolidation of shares, issuance of bonus shares, merger or reorganization of capital structure of the Company, as it thinks appropriate to adjust.
- g) appoint or authorize or direct to appoint intermediaries, professionals, agencies, advisors, merchant bankers, corporate trustee, banks, authorized dealers, valuers, consultants, brokers, agents, escrow agents, administrator, representative assessee, guarantor, special purpose vehicle and representatives as may be necessary or incidental for implementation or administration of the Scheme or as it may, in its absolute discretion, deem fit, including to bear, receive and disburse monies on behalf of the Eligible Employees.

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 Scheme 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, Company

Secretary, any officer of the Company 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.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PDS PSU 2021."

14. **Approval of the PDS Multinational Fashions Limited - Phantom Stock Units Plan 2021 for the Eligible Employees of the Company's subsidiaries**

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 (hereinafter referred to as the "**Act**"), read with Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if and only to the extent applicable, the Memorandum and Articles of Association of the Company, the applicable provision of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), if and only to the extent applicable, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**"), if and only to the extent applicable, 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 the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall include the Nomination and Remuneration Committee or any other committee which the Board has constituted to exercise the powers conferred by the Board, including the powers conferred by this resolution), to implement the "PDS Multinational Fashions Limited - Phantom Stock Units Plan 2021" (the "**PDS PSU 2021**" or "**Scheme**" or "**Plan**") and That the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot phantom stock units (the "**Units**"); from time to time and in one or more tranches as may be determined by the Board, to (i) a permanent employee of any existing or future subsidiary company(ies) of the Company, working in India or outside of India and (ii) a director of any existing or future subsidiary company(ies) of the Company, in India or outside of India under the PDS PSU 2021, (all such persons are hereinafter collectively referred to as the "**Eligible Employees**"), on such terms,

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conditions, price and manners as set out in the PDS PSU 2021 including any modifications thereof.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to approve grant of Units and issue grant letters to Eligible Employees in accordance with the terms of the PDS PSU 2021.

RESOLVED FURTHER THAT the number of Units offered under the PDS PSU 2021 shall not exceed 1,72,283 Units in aggregate.

RESOLVED FURTHER THAT under the PDS PSU 2021, the appreciation in the value of shares underlying the Units shall be passed on by way of cash to the relevant employee upon exercise of the Units, in accordance with the terms of the PDS PSU 2021.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to, and the Board of the Company be and is hereby authorized to do the following:

- a) devise, formulate, and bring into effect the PDS PSU 2021 in accordance with the terms approved in this resolution and as per provisions of the applicable laws.
- b) designate the Nomination and Remuneration Committee of the Company as the Compensation Committee for the purposes of the SEBI SBEB Regulations, which will administer and manage the PDS PSU 2021.
- c) re-price the Units at any time as it deems fit, which are not exercised, if the exercise price of the Units is rendered unattractive due to fall in price of the shares in the market and such re-pricing is not detrimental to the interest of the employees.
- d) determine and conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations / SEBI Listing Regulations / applicable laws to the extent relevant to the PDS PSU 2021.
- e) determine the criteria to identify Eligible Employees to whom benefit of the Scheme shall be extended, determine the criteria for grant of Units, vesting period, exercise price, vesting schedule, vesting conditions, withdraw, lapse or expiry of the Units and matter relating thereto.
- f) determine the adjustment in number of Units and/ or exercise price as may be reasonably necessary in the event of various corporate actions proposed to be taken by the Company including subdivision or consolidation of shares, issuance of bonus shares, merger or reorganization of capital structure of the Company, as it thinks appropriate to adjust.
- g) appoint or authorize or direct to appoint intermediaries, professionals, agencies, advisors, merchant bankers, corporate trustee, banks, authorized dealers, valuers,

consultants, brokers, agents, escrow agents, administrator, representative assessee, guarantor, special purpose vehicle and representatives as may be necessary or incidental for implementation or administration of the Scheme or as it may, in its absolute discretion, deem fit, including to bear, receive and disburse monies on behalf of the Eligible Employees.

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 Scheme 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, Company Secretary, any officer of the Company 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.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PDS PSU 2021."

15. **Approval to provide Security on creation of Charge, Mortgage, etc. under Section 180(1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of the earlier Special Resolution passed through postal ballot by the Members on October 16, 2015, authorizing the Board to mortgage/ create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Members be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate (hereinafter referred to as 'Lending Agencies') and trustees for the holders of debentures/bonds/other

instruments to secure rupee/foreign currency loans and/ or the issue of debentures whether partly/fully convertible or non-convertible and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “**Loans**”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹2,000 Crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors and/ or Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

16. **Approval for increase in the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013**

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

“**RESOLVED THAT** in supersession of the earlier Special Resolution passed through postal ballot by the Members on October 16, 2015, and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder as applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Company’s Memorandum

and Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall include any Committee thereof) to give any loan(s) and/ or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate including subsidiary/group companies on such terms and conditions as to repayment thereof and interest thereon or person and/ or to make any further investments/ acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate including subsidiary/ group companies, up to an amount of ₹2,000 Crores (Rupees Two Thousand Crores Only) or equivalent amount in any other foreign currency, notwithstanding that the aggregate of the loans so far made or to be made and/ or guarantees so far given or to be given and/or securities so far provided or to be provide and/or securities so far acquired or to be acquired may exceed the limit of 60% (Sixty Percent) of aggregate of Paid-up Share Capital and Free Reserves and Securities Premium Account or 100% (One Hundred Percent) of the Free Reserves and Securities Premium Account of the Company, whichever is more and remaining outstanding at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or Company Secretary of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

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

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

Place: Bengaluru, India
Date: May 27, 2021

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

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("**MCA**") has vide its General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021 issued by MCA (hereinafter referred as "**MCA Circulars**") read with Circular number 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 ("**SEBI Circular**") and in compliance with the provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 10th Annual General Meeting (**AGM**) of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 10th AGM shall be Registered Office of the Company.
2. Since the 10th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the businesses under Item No. 4 to 16 of the accompanying Notice is annexed hereto as **Annexure I**. The Board of Directors of the Company at its meeting held on Thursday, May 27, 2021 considered that the special business under Item No. 4 to 16, being considered unavoidable, be transacted at the 10th AGM of the Company.
4. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this 10th AGM is annexed as **Annexure-II**.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA & SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, by e-mail to investors@pds multinational.com.
7. The Members may join the 10th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 10:45 A.M. IST i.e. 15 (Fifteen) Minutes before the time scheduled to start the 10th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (Fifteen) Minutes after the scheduled time to start the 10th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the 10th AGM without any restriction on account of 'first come first served' basis.
8. The attendance of the Members participating in the 10th AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, July 23, 2021.
10. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the MCA Circulars and SEBI Circulars, the Annual Report for the Financial Year 2020-21 including Notice of the 10th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.
11. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 10th AGM of the Company will also be available on the website of the Company at www.pds multinational.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited ("Link Intime") at <https://instavote.linkintime.co.in>.
12. Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Saturday, July 24, 2021 to Friday, July 30, 2021 (both days inclusive).
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent, Link Intime at their address – Noble Heights, 1st floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi – 110058; Email – delhi@linkintime.co.in.

14. Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent, Link Intime.
15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.
16. The Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred in the Notice calling the AGM and the Explanatory Statement will be available electronically for inspection by the Members upto the date of AGM. Members seeking to inspect such documents can send an email to investors@pdsmultinational.com.
17. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
18. Pursuant to demerger, the unclaimed shares lying in the Suspense Account of the Company in respect of which dividend has not been claimed for 7 (Seven) consecutive years or more from the date of declaration, are also required to be transferred to an IEPF.
19. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2021 send their queries at investors@pdsmultinational.com at least 7 (Seven) days before the date of 10th AGM. The same will be replied by/ on behalf of the Company suitably.
20. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.
21. In case of joint holders attending the 10th AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
22. **DIVIDEND**
- The Board of Directors has recommended Final Dividend of ₹15.75/- per Equity Share of ₹10/- each for the year ended March 31, 2021, subject to the approval of the Shareholders at the 10th AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of Final Dividend on Equity Shares, upon declaration by the Shareholders at the 10th AGM, will be made on or before Saturday, August 28, 2021, as under:
- a. to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd. ("NSDL") and the Central Depository Services (India) Ltd. ("CDSL") at the closure of business hours on Friday, July 23, 2021.
- b. to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Friday, July 23, 2021.
- c. **Payment of Dividend through electronic means**
- To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-Digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent - Link Intime.
 - Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
 - Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
 - Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
 - Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act:

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed ₹5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate for financial year 2021-22 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section

196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents can be downloaded from Link Intime's website at <https://linkintime.co.in/client-downloads.html> on general tab and are required to be uploaded on the Link Intime portal at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 5:00 pm (IST), Friday, July 23, 2021 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5:00 P.M. (IST) Friday, July 23, 2021 shall not be considered. All communications/ queries in this respect should be addressed to our RTA, Link Intime to its email address at delhi@linkintime.co.in. The Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

- Members holding shares in physical form are advised to furnish, on or before Friday, July 23, 2021, particulars of their bank account, if not done already or if it has changed, to the Company to incorporate the same in the dividend warrants/ payment instruments.
- Section 72 of the Act provides for Nomination by the Members of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by Link Intime on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

23. VOTING


In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 10th AGM using electronic voting system ("**Remote E-Voting**") and e-voting (during the 10th AGM), provided by Link Intime and the business may be transacted through such voting.

Only those Members who will be present in the 10th AGM through VC / OAVM facility and have not cast their vote on the resolutions through Remote E-Voting, and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system during the 10th AGM.

The voting period begins on Tuesday, July 27, 2021 (9.00 AM IST) and ends on Thursday, July 29, 2021 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Friday, July 23, 2021 may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 10th AGM and holds shares as of the cut-off date i.e. Friday, July 23, 2021, may obtain the login ID and password by sending a request at investors@pds multinational.com or delhi@linkintime.co.in (RTA email id). However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

A. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>.

 Select the “Company” and ‘Event Date’ and register with your following details: -


A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide 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. **Mobile No.:** Enter your mobile number

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

 Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

B. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- a. Shareholders who would like to speak during the meeting must register their request 7 (Seven) days in advance i.e. on or before July 23, 2021, with the Company on the specific email id i.e. investors@pds multinational.com.

- b. Shareholders will get confirmation on first cum first basis.
- c. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- d. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- e. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

C. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-Voting “Cast your Vote”
- b. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- c. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- d. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- e. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note:

- Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through

- InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175

D. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

Pursuant to SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

LOGIN METHOD – FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE/ PHYSICAL MODE IS GIVEN BELOW:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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.
<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"> 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

FOR INSTITUTIONAL SHAREHOLDERS:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

NOTICE

- 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.

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: 022 –4918 6000.

24. Mr. Mohit Maheshwari, Partner (C.P. No. 19946) or failing him, Mr. Ankush Agarwal, Partner (C.P. No. 14486) of M/s MAKS & Co., Practicing Company Secretary (FRN: P2018UP067700) have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and voting through Ballot at the 10th AGM in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the 10th AGM, first count the votes cast during the 10th AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the 10th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.pdsmultinational.com) and on the website of Link Intime (<https://instavote.linkintime.co.in>) immediately. The result will also be displayed on the Notice Board of the Company at its Registered Office. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 10th AGM i.e. July 30, 2021.
26. Section 72 of the Act provides for Nomination by the Members of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by Link Intime on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

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

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

Place: Bengaluru, India
Date: May 27, 2021

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

Annexure - I

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 businesses mentioned under Item No. 4 to 16 of the accompanying Notice dated May 27, 2021:

ITEM NO. 4: TO APPROVE APPOINTMENT OF MR. PARTH GANDHI (DIN: 01658253) AS A DIRECTOR (NON-EXECUTIVE & NON-INDEPENDENT) OF THE COMPANY

Based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), Mr. Parth Gandhi (DIN: 01658253) was appointed as an Additional (Non-Executive & Non-Independent) Director on the Board of the Company with effect from May 27, 2021 to hold office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director. The Company received a notice from a Member of the Company under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Parth Gandhi for the office of Director (Non-Executive & Non-Independent) of the Company.

The other details of Mr. Parth Gandhi in terms of Regulation 36(3) of the SEBI Listing Regulation and Secretarial Standard 2 is annexed to this Notice as **Annexure II**. The Nomination and Remuneration Committee and Board of Directors is of the opinion that Mr. Parth Gandhi's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice relating to his appointment as a Director (Non-Executive & Non-Independent), liable to retire by rotation as Ordinary Resolution for your approval.

Except, Mr. Parth Gandhi, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested or concerned in the Resolution at Item No. 4 of the Notice

ITEM NO. 5: TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

Presently, the Authorized Share Capital of the Company is ₹27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each. The Company has embarked upon expansion plans and to expand the capital base, it shall require to increase in Authorized Share Capital to ₹28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each.

Therefore, the Clause V of the Memorandum of Association of the Company shall be required to be altered such that the Authorized Share Capital is increased to ₹28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each.

The Board recommends the resolution set out at Item No. 5 of this Notice to the Members for their consideration and approval by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

ITEM NO. 6: APPROVAL OF AMENDMENT IN THE TERMS OF THE PDS MULTINATIONAL FASHIONS LIMITED - EMPLOYEE STOCK OPTION PLAN 2021

Pursuant to provisions of applicable laws; key details, salient features and disclosures are set out below.

1. Brief Description and Rationale for the Amendment

The Shareholders at their Extra-Ordinary General Meeting held on February 25, 2021, had approved "PDS Multinational Fashions Limited - Employee Stock Option Plan 2021 ("PDS ESOP 2021") for the Employee of the Company and its Subsidiary Companies.

The Company intends to amend the terms of the PDS ESOP 2021 such that that the maximum period for vesting of stock options granted under the PDS ESOP 2021 shall be increased to 4 (Four) Years, with the rationale of incentivizing employees benefiting from the PDS ESOP 2021 to contribute towards the growth of the Company for an increased duration.

2. Details of the Amendment

The maximum period for vesting of stock options granted under the PDS ESOP 2021 is proposed to be increased by 1 (One) Year, i.e. the maximum period within which the options shall vest shall be 4 (Four) Years instead of 3 (Three) Years at present. The proposed amendment is not detrimental to the interests of any of the Company's employees. This new vesting period is applicable on all future Grants under this Scheme and the existing Grants shall not be affected by the amendment in the Scheme.

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

All the employees who are eligible to participate in the PDS ESOP 2021 shall be beneficiaries of the variation, and any other employees or class of employees as may be determined by the Nomination and Remuneration Committee.

The Board recommends the resolution set out at Item No. 6 of this Notice to the Members for their consideration and approval by way of Special Resolution.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options and allotted Shares under the Scheme may be considered as concerned or interested in the Special Resolution. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

ITEM NO. 7 & 8: APPROVAL OF THE PDS MULTINATIONAL FASHIONS LIMITED - EMPLOYEE STOCK OPTION PLAN 2021 - PLAN A FOR THE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/ plan. Your Company believes in rewarding its employees as well as that of its subsidiaries for their continuous hard work, dedication and support.

Accordingly, the Company intends to implement PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan A [**"PDS ESOP (A) 2021"**] for the employees of the Company and its subsidiaries, with a view to attract and retain key talent, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of PDS ESOP (A) 2021 and for grant of stock options to the eligible employees, if any, as may be decided by Board and / or the Nomination and Remuneration Committee from time to time in due compliance with Companies, Act, 2013 (the "**Act**"), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**"), SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations.

The salient features and other details of the Scheme as required under applicable laws are as under:

1. Brief Description of Scheme

This Scheme shall be called the "PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A" or "PDS ESOP (A) 2021".

The objective of the PDS ESOP (A) 2021 is to reward the employees of the Company, its subsidiaries and its holding company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company views the PDS ESOP (A) 2021 as an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

2. Total number of Options to be Granted

The total number of Options that may in aggregate be granted shall be 5,82,410 (Five Lakhs Eighty-Two Thousand Four Hundred and Ten) with 1 (One) Option being exercisable into 1 (One) fully Paid-up Equity Share each i.e. 5,82,410 (Five Lakhs Eighty-Two Thousand Four Hundred and Ten) Employee Stock Options being exercisable into 5,82,410 (Five Lakhs Eighty-Two Thousand Four Hundred and Ten) fully paid- up Equity Shares each to be issued and allotted by the Company.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The following employees will be eligible to participate in the PDS ESOP (A) 2021 ("**Eligible Employee**"):

- a permanent employee of the Company working in India or outside of India;
- a director of the Company; or
- an employee, as defined in sub-clauses (i) or (ii) of a subsidiary, in India or outside of India

but excludes - (a) an individual who is a Promoter or belongs to the Promoter Group; (b) a director who either by himself or through his relatives or through a body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares; and (c) an independent director (within the meaning of the Act and SEBI Listing Regulations, as applicable).

4. Appraisal process for determining the eligibility of employees for the Scheme

The eligibility criteria for granting the Options to the Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the conditions prescribed under applicable law and the PDS ESOP (A) 2021 which may include the following:

- **Loyalty:** It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company.
- **Performance of Employee / Grantee:** Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- **Performance of Company:** Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with the Board of Directors from time to time.

5. Requirements of vesting and period of vesting

Options granted under PDS ESOP (A) 2021 would Vest, no earlier than 1 (One) Year from the Date of Grant (or such shorter period as permitted under Applicable Law) and no later than 4 (Four) Years from the Date of Grant of such Options.

The Nomination and Remuneration Committee may specify certain vesting conditions pursuant to which the Options may vest with the relevant Eligible Employee. The specific vesting schedule and vesting conditions would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.

Note: Option Grantee means an Employee who has been granted an Employee Stock Option in pursuance of the PDS ESOP (A) 2021.

6. Maximum period within which the Options shall be vested

Options granted under PDS ESOP (A) 2021 would vest, no earlier than 1 (One) Year from the date of grant (or such shorter period as permitted under Applicable Law) and no later than 4 (Four) Years from the date of grant of such Options. The specific vesting schedule would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.

7. Exercise price or pricing formula

The Exercise price in respect of the Option shall be determined by the Nomination and Remuneration Committee and shall be notified to the Option grantee in the grant letter. The Exercise Price may be equal to or less than the market price of the Equity Shares of the Company one date prior to the date of Grant, as determined by the Nomination and Remuneration Committee from time to time but shall not be less than the face value of the underlying Equity Share.

8. Exercise period and process of exercise

The Exercise period in respect of the Options shall be determined by the Nomination and Remuneration Committee and shall not be more than 4 (Four) Years from the date of vesting of the Options.

After vesting, Options can be immediately exercised within the exercise period, either wholly or in part, through cash mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn or through electronic funds transfer in favour of the Company, or in such other manner as the Nomination and Remuneration Committee may permit. On payment of the exercise price, the Company shall issue and allot to the relevant Eligible Employee, the fully-paid equity shares (corresponding to the number of Options being exercised), and take all other steps may be necessary to obtain listing and trading approvals for such shares.

9. Lock-in Period (if any)

The Shares issued upon Exercise of Options shall be freely transferable and will not be subject to any lock - in restrictions.

10. Maximum number of Options to be issued per employee and in aggregate

The maximum number of Options that may be granted in aggregate shall not exceed 5,82,410. The maximum number of Options that may be granted per Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the conditions prescribed under applicable law and the PDS ESOP (A) 2021.

Further, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be less than 1% of the issued share capital of the

Company at the time of grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued share capital of the Company to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

11. Maximum quantum of benefits to be provided per employee

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of Exercise of Options and the exercise price paid by the Employee.

12. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust

The PDS ESOP (A) 2021 will be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

The PDS ESOP (A) 2021 shall be administered by the Nomination and Remuneration Committee which may delegate some or all of its power to any other Committee or Persons for proper administration.

13. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The PDS ESOP (A) 2021 will only entail new issue of shares by the Company.

14. The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

15. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

Not Applicable

16. The method which the Company shall use to value the Options

Fair Value Method or any other method as per applicable statutory provisions from time to time.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors report and also the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Directors' report.

17. The conditions under which Options vested in employees may lapse

The vested options which are not exercised within the time period set out in PDS ESOP (A) 2021 or the grant letters (as the case may be), shall lapse and stand cancelled.

18. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee

Time periods within which the employee is required to exercise vested options in the event of a termination or resignation shall be as set out in the PDS ESOP (A) 2021 or as determined by the Nomination and Remuneration Committee.

19. Statement relating to the accounting policies as specified in Regulation 15 of SEBI SBEB Regulations

The Company shall follow the relevant accounting standards, accounting policies and guidance note on accounting for employees share based payments as may be prescribed from time to time under applicable law.

Regulation 6(1) of the SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the Members of the Company by passing a Special Resolution. Further, as PDS ESOP (A) 2021 will entail further issue of shares, consent of the members is required by way of a Special Resolution pursuant to Section 62(1)(b) of the Act. Accordingly, the Special Resolution for the subject matter as set out in this Notice is proposed for approval by Members.

As per Regulation 6(3) of the SEBI SBEB Regulations, a separate Special Resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary companies. Accordingly, separate special resolution seeking the approval of the members for extending the benefits of the Scheme to the employees of subsidiary companies if and when be decided by the Board from time to time, is proposed for approval.

The Options to be granted under the PDS ESOP (A) 2021 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The PDS ESOP (A) 2021 conforms to the applicable provisions of the SEBI SBEB Regulations / applicable laws.

Copy of the PDS ESOP (A) 2021 will be made available for inspection or provided to the Members on written request to the Company Secretary at the Registered Office of the Company. The copy of the draft PDS ESOP (A) 2021 is also being posted on website of the Company under Investors section.

The word "**Board**" shall be read and included the Compensation Committee / Nomination and Remuneration Committee and accordingly powers granted to, or exercisable by, the Board as referred in the resolutions and Explanatory Statement or otherwise, shall be exercisable by the aforesaid Committee, unless context requires otherwise or the Board resolve so.

Notwithstanding anything contained in the Resolutions as set forth in Item No. 7 and Item No. 8 and the Explanatory Statement thereto, the Compensation Committee /

Nomination and Remuneration Committee would have the absolute discretion to determine the employees eligible to be granted the Options under the PDS ESOP (A) 2021 and the quantum of options to be granted to any one or more Eligible Employees.

The Board recommends the above referred Special Resolutions as set forth in Item No. 7 and Item No. 8 of the accompanying Notice for your approval.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options and allotted Shares under the Scheme may be considered as concerned or interested in the Special Resolutions. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

ITEM NO. 9 TO 11: APPROVAL OF THE PDS MULTINATIONAL FASHIONS LIMITED - EMPLOYEE STOCK OPTION PLAN 2021 - PLAN B FOR THE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES AND AUTHORIZATION TO THE PDS MULTINATIONAL FASHIONS ESOP TRUST TO ACQUIRE EQUITY SHARES OF THE COMPANY FROM THE SECONDARY MARKET

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/ plan. Your Company believes in rewarding its employees as well as that of its subsidiaries for their continuous hard work, dedication and support.

Accordingly, the Company intends to implement PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B ["**PDS ESOP (B) 2021**"] for the employees of the Company and its subsidiaries, with a view to attract and retain key talent, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The PDS ESOP (B) 2021 is proposed to be implemented by way of an irrevocable trust to be set up by the Company in the name of PDS Multinational Fashions ESOP Trust ("**Trust**"). For the purposes of PDS ESOP (B) 2021, up to 1,01,348 Equity Shares shall be issued and allotted to the Trust by the Company and up to 1,01,348 Equity Shares shall be acquired from the secondary market by the Trust.

The Company seeks approval of the Shareholders in respect of PDS ESOP (B) 2021 and for grant of stock options to the eligible employees, if any, as may be decided by Board and / or the Nomination and Remuneration Committee from time to time in due compliance with Companies, Act, 2013 (the "**Act**"), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**"), SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations.

The salient features and other details of the Scheme as required under applicable laws are as under:

1. Brief Description of Scheme

This Scheme shall be called the "PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan B" or "PDS ESOP (B) 2021".

The objective of the PDS ESOP (B) 2021 is to reward employees of the Company, its subsidiaries and its holding company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company views the PDS ESOP (B) 2021 as an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

2. Total number of Options to be Granted

The total number of Options that may in aggregate be granted shall be 1,01,348 with 1 (One) Option being exercisable into 1 (One) fully Paid-up Equity Share each i.e. 1,01,348 Employee Stock Options being exercisable into 1,01,348 fully Paid-up Equity Shares of the Company, of which up to 1,01,348 Equity Shares shall be issued and allotted to the Trust by the Company and up to 1,01,348 Equity Shares shall be acquired from the secondary market by the Trust.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The following employees will be eligible to participate in the PDS ESOP (B) 2021 ("**Eligible Employee**"):

- a permanent employee of the Company working in India or outside of India;
- a director of the Company; or
- an employee, as defined in sub-clauses (i) or (ii) of a subsidiary, in India or outside of India

but excludes - (a) an individual who is a Promoter or belongs to the Promoter Group; (b) a director who either by himself or through his relatives or through a body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares; and (c) an independent director (within the meaning of the Act and SEBI Listing Regulations, as applicable).

4. Appraisal process for determining the eligibility of employees for the Scheme

The eligibility criteria for granting the Options to the Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the conditions prescribed under applicable law and the PDS ESOP (B) 2021 which may include the following:

- **Loyalty:** It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company.
- **Performance of Employee / Grantee:** Employee's / Grantee's performance during the financial year on

the basis of the parameters decided by the Board of Directors.

- **Performance of Company:** Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with the Board of Directors from time to time.

5. Requirements of vesting and period of vesting

Options granted under PDS ESOP (B) 2021 would Vest, no earlier than 1 (One) Year from the Date of Grant (or such shorter period as permitted under Applicable Law) and no later than 4 (Four) Years from the Date of Grant of such Options.

The Nomination and Remuneration Committee may specify certain vesting conditions pursuant to which the Options may vest with the relevant Eligible Employee. The specific vesting schedule and vesting conditions would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.

Note: Option Grantee means an Employee who has been granted an Employee Stock Option in pursuance of the PDS ESOP (B) 2021

6. Maximum period within which the Options shall be vested

Options granted under PDS ESOP (B) 2021 would vest, no earlier than 1 (One) Year from the date of grant (or such shorter period as permitted under Applicable Law) and no later than 4 (Four) Years from the date of grant of such Options. The specific vesting schedule would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.

7. Exercise price or pricing formula

The Exercise price in respect of the Option shall be determined by the Nomination and Remuneration Committee and shall be notified to the Option grantee in the grant letter. The Exercise Price may be equal to or less than the market price of the Equity Shares of the Company one date prior to the date of Grant, as determined by the Nomination and Remuneration Committee from time to time but shall not be less than the face value of the underlying Equity Share.

8. Exercise period and process of exercise

The Exercise period in respect of the Options shall be determined by the Nomination and Remuneration Committee and shall not be more than 4 (Four) Years from the date of vesting of the Options Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn or through electronic funds transfer in favour of the Company, or in such other manner as the Nomination and Remuneration Committee may permit. On payment of the exercise price, the Company shall issue and allot to the relevant Eligible Employee, the fully-paid equity shares (corresponding to the number of Options being exercised),

and take all other steps may be necessary to obtain listing and trading approvals for such shares.

After vesting, Options can be immediately exercised within the exercise period, either wholly or in part, through cash mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

9. Lock-in Period (if any)

The Shares issued upon Exercise of Options shall be freely transferable and will not be subject to any lock - in restrictions.

10. Maximum number of Options to be issued per employee and in aggregate

The maximum number of Options that may be granted in aggregate shall not exceed 1,01,348. The maximum number of Options that may be granted per Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the conditions prescribed under applicable law and the PDS ESOP (B) 2021.

Further, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be less than 1% of the issued share capital of the Company at the time of grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued share capital of the Company to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

11. Maximum quantum of benefits to be provided per employee

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of Exercise of Options and the exercise price paid by the Employee.

12. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust

The PDS ESOP (B) 2021 shall be implemented through trust route wherein an irrevocable Trust by the name PDS Multinational Fashions ESOP Trust, shall acquire the Equity Shares either by way of secondary acquisition from the market and/or Direct allotment of the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee which shall delegate some or all of its power to the Trust or any other Committee or Persons for proper administration of the Scheme.

13. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The PDS ESOP (B) 2021 will entail both new issue of shares by the Company and secondary acquisition by the Trust.

Upto 1,01,348 Equity Shares may be issued and allotted to the Trust by the Company and up to 1,01,348 Equity Shares may be acquired from the secondary market by the Trust.

14. The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

The Company proposed to provide financial assistance to the Trust for subscribing to and acquiring from the secondary market the Equity Shares of the Company, for implementation of PDS ESOP (B) 2021. The terms of such loan shall inter alia include the following:

- (i) **Amount:** The maximum amount of loan to be sanctioned to the Trust and outstanding at any point of time shall not exceed ₹5,80,00,000 (Rupees Five Crores Eighty Lakhs Only).
- (ii) **Tenure:** The tenure of such loan shall be until the earlier of (a) the date on which the objects of the Trust are accomplished or, and (b) the date upon which the loan is repaid in full by the Trust.
- (iii) **Utilization:** The loan may be utilized by the Trust only for acquisition of the Equity Shares of the Company for the purposes of implementation and administration of the PDS ESOP (B) 2021.
- (iv) **Interest:** The rate of interest shall be mutually agreed between the Company and the Trust.

It is noted that the aforementioned loan amount of ₹5,80,00,000 (Rupees Five Crores Eighty Lakhs Only) does not exceed 5% of the Paid-up Equity Capital and Free Reserves as provided in the Act. The Trust shall repay the loan to the Company by utilizing the proceeds realized from exercise of Options by the Employees and the accruals of the Trust at the time of termination of PDS ESOP (B) 2021.

15. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

The Trust may acquire up to 1,01,348 Equity Shares from the secondary market for the purposes of PDS ESOP (B) 2021.

However, the total number of Shares under secondary acquisition held by the Trust shall at no time exceed 5 (Five) Percent of Paid-up Equity Capital as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2 (Two) Percent of the Paid-up Equity Capital as at the end of the previous financial year.

16. The method which the company shall use to value the Options

Fair Value Method or any other method as per applicable statutory provisions from time to time.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors report and also the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Directors' report.

17. The conditions under which Options vested in employees may lapse

The vested options which are not exercised within the time period set out in PDS ESOP (B) 2021 or the grant letters (as the case may be), shall lapse and stand cancelled.

18. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee

Time periods within which the employee is required to exercise vested options in the event of a termination or resignation shall be as set out in the PDS ESOP (B) 2021 or as determined by the Nomination and Remuneration Committee.

19. Statement relating to the accounting policies as specified in Regulation 15 of SEBI SBEB Regulations

The Company shall follow the relevant accounting standards, accounting policies and guidance note on accounting for employees share based payments as may be prescribed from time to time under applicable law.

20. Details about exercise of voting rights in respect of the Equity Shares of the Company held by the Trust pursuant to PDS ESOP (B) 2021

Neither the Trust nor the trustees shall be entitled to exercise voting rights in respect of the Equity Shares of the Company held by the Trust pursuant to PDS ESOP (B) 2021.

21. Interest of the promoters, directors, or key managerial personnel in the PDS ESOP (B) 2021 or the Trust and the effect thereof

The directors and key managerial personnel are interested in the PDS ESOP (B) 2021 only to the extent of the Options that may be granted to them under the PDS ESOP (B) 2021. The promoters and independent directors are not entitled to any benefits under the PDS ESOP (B) 2021.

Regulation 6(1) of the SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the Members of the Company by passing a Special Resolution. Further, as PDS ESOP (B) 2021 will entail further issue of shares, consent of the members is required by way of a Special Resolution pursuant to Section 62(1) (b) of the Act. Accordingly, the Special Resolution for the

subject matter as set out in this Notice is proposed for approval by Members.

As per Regulation 6(3) of the SEBI SBEB Regulations, a separate Special Resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary companies. Accordingly, separate special resolution seeking the approval of the members for extending the benefits of the Scheme to the employees of subsidiary companies if and when be decided by the Board from time to time, is proposed for approval.

The Options to be granted under the PDS ESOP (B) 2021 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The PDS ESOP (B) 2021 conforms to the applicable provisions of the SEBI SBEB Regulations / applicable laws.

Copy of the PDS ESOP (B) 2021 will be made available for inspection or provided to the Members on written request to the Company Secretary at the Registered Office of the Company. The copy of the draft PDS ESOP (B) 2021 is also being posted on website of the Company under Investors section.

The word "Board" shall be read and included the Compensation Committee / Nomination and Remuneration Committee and accordingly powers granted to, or exercisable by, the Board as referred in the resolutions and Explanatory Statement or otherwise, shall be exercisable by the aforesaid Committee, unless context requires otherwise or the Board resolve so.

Notwithstanding anything contained in the Resolutions as set forth in Item No. 9 to Item No. 11 and the Explanatory Statement thereto, the Compensation Committee / Nomination and Remuneration Committee would have the absolute discretion to determine the employees eligible to be granted the Options under the PDS ESOP (B) 2021 and the quantum of options to be granted to any one or more Eligible Employees.

The Board recommends the above referred Special Resolutions as set forth in Item No. 9 to Item No. 11 of the accompanying Notice for your approval.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options and allotted Shares under the Scheme may be considered as concerned or interested in the Special Resolutions. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

ITEM NO. 12: AUTHORIZATION TO THE COMPANY TO GRANT A LOAN TO THE PDS MULTINATIONAL FASHIONS ESOP TRUST TO ACQUIRE EQUITY SHARES OF THE COMPANY FOR IMPLEMENTATION OF THE PDS MULTINATIONAL FASHIONS LIMITED - EMPLOYEE STOCK OPTION 2021 - PLAN B

In order to execute PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B ["PDS ESOP (B) 2021"] through Trust Route, the company needs to make provisioning of funds to the Trust so as to enable it to purchase the Shares of the Company. Accordingly, Item No. 12 which is proposed for approval of the Shareholders is set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013 ("the Act"), are as under:

<p>1. The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.</p>	<p>The class of Employees for whose benefit the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B ["PDS ESOP (B) 2021"] is being implemented and money is being provided for purchase of or subscription to Shares is as follow:</p> <p>(i) a permanent employee of the Company working in India or out of India;</p> <p>(ii) a Director of the Company or</p> <p>(iii) an employee, as defined in sub-clauses (i) or (ii) of a Subsidiary of the Company, in India or out of India, or of a holding company of the Company, but excludes – (a) an individual who is a Promoter or belongs to the Promoter Group; (b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares; and (c) an independent director (within the meaning of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable).</p>
<p>2. The particulars of the Trustee or Employees in whose favor such Shares are to be registered.</p>	<p>Name of the Trustees: 1. Vistra ITCL (India) Limited</p>
<p>3. Particulars of Trust.</p>	<p>Name of the Trust: PDS Multinational Fashions ESOP Trust Address of the Trust: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road, Andheri (East), Mumbai – 400093, Maharashtra (India).</p>
<p>4. Name, Address, Occupation and Nationality of Trustees.</p>	<p>Name: Vistra ITCL (India) Limited Address: The IL&FS Financial Center Plot No. C-22, G Block, 7th Floor Bandra Kurla Complex Bandra (East), Mumbai 400051 Occupation: NA Nationality: NA</p>
<p>5. Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.</p>	<p>None</p>
<p>6. Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.</p>	<p>The Key Managerial personnel and Directors are interested in the PDS ESOP (B) 2021 only to the extent, to the Options that may be granted to them, if any, under the Scheme.</p>
<p>7. The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme</p>	<p>Other than the Options granted in accordance with PDS ESOP (B) 2021 through trust route, the employees are not being granted any other benefits under the PDS ESOP (B) 2021.</p>
<p>8. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised</p>	<p>The Trust would be considered as the registered shareholder of the Equity Shares of the Company acquired by the Trust pursuant to the PDS ESOP (B) 2021 till the date of transfer of the Equity Shares to the employees, upon exercise of the option by the relevant employee(s). However, the trustees of the Trust will not have any right to vote on the Equity Shares held by the Trust. Upon transfer of the Equity Shares to the employee(s) upon exercise of the Options, the relevant employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.</p>

In terms of the Act, read with Rule 16 of Chapter IV of the Act, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of PDS ESOP (B) 2021.

Therefore, your Directors recommend the Resolutions as set out at Item No. 12 for your approval by way of Special Resolution.

The word "Board" shall be read and included the Compensation Committee / Nomination and Remuneration Committee and accordingly powers granted to, or exercisable by, the Board as referred in the resolutions and Explanatory Statement or

otherwise, shall be exercisable by the aforesaid Committee, unless context requires otherwise or the Board resolve so.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options and allotted Shares under the Scheme may be considered as concerned or interested in the Special Resolutions. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

ITEM NO. 13 & 14: APPROVAL OF PDS MULTINATIONAL FASHIONS LIMITED - PHANTOM STOCK UNITS PLAN 2021 FOR THE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES

In order to reward and further incentivize the employees of the Company and its subsidiaries, the Company intends to implement a phantom stock units plan called "PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021" (the "**PDS PSU 2021**"). The PDS PSU 2021 is envisaged as a cash-settled stock appreciation rights scheme and does not involve subscribing, purchasing, selling or dealing in the shares of the Company, whether directly or indirectly, in any manner. However, as a matter of good order, the Board has recommended that approval of the shareholders be sought for implementation of the PDS PSU 2021. In furtherance of the same and pursuant to provisions of applicable laws; the key details and salient features are set out below.

1. Brief Description of Scheme

Stock appreciation based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the market performance of the Company through a cash-settled stock appreciation rights scheme/ plan. Your Company believes in rewarding its employees as well as that of its subsidiaries for their continuous hard work, dedication and support.

Accordingly, the Company intends to implement PDS PSU 2021 for the employees of the Company and its subsidiaries, with a view to attract and retain key talent, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of PDS PSU 2021 and for grant of phantom stock units (the "**Units**") to the eligible employees, if any, as may be decided by Board and / or the Nomination and Remuneration Committee from time to time in due compliance with Companies, Act, 2013 (the "Act"), if and only to the extent applicable, and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**"), if and only to the extent applicable, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**"), if and only to the extent applicable, and other applicable laws and regulations.

2. Total number of Units to be Granted

The total number of Units that may be granted shall not exceed 1,72,283 in number in aggregate.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The following employees will be eligible to participate in the PDS PSU 2021 ("**Eligible Employee**"):

- a permanent employee of the Company working in India or outside of India;
- a director of the Company; or

- an employee, as defined in sub-clauses (i) or (ii) of a subsidiary, in India or outside of India

but excludes - (a) an individual who is a Promoter or belongs to the Promoter Group; (b) a director who either by himself or through his relatives or through a body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares; and (c) an independent director (within the meaning of the Act and SEBI Listing Regulations, as applicable).

4. Appraisal process for determining the eligibility of employees for the Scheme

The eligibility criteria for granting the Units to the Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the conditions prescribed under applicable law and the PDS PSU 2021.

5. Requirements of vesting and period of vesting

The Nomination and Remuneration Committee may specify certain vesting conditions pursuant to which the Units may vest with the relevant Eligible Employee. The specific vesting schedule and vesting conditions would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Unit grantee.

Maximum period within which the Units shall be vested Units granted under PDS PSU 2021 would vest, no earlier than 1 (One) Year from the date of grant (or such shorter period as permitted under Applicable Law) and no later than 4 (Four) Years from the date of grant of such Units. The specific vesting schedule would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Unit grantee.

6. Exercise price or pricing formula

The Exercise price in respect of the Units shall be determined by the Nomination and Remuneration Committee and shall be notified to the Unit grantee in the grant letter. The Exercise Price may be equal to or less than the market price of the Equity Shares of the Company, as determined by the Nomination and Remuneration Committee from time to time.

7. Exercise period and process of exercise

The Exercise period in respect of the Units shall be determined by the Nomination and Remuneration Committee and shall not be more than 4 (Four) Years from the date of vesting of the Units.

Upon exercise of Units, the Company shall pay to the relevant employee an amount equivalent to the appreciation in the value of the shares underlying the Units (i.e. the difference between the market price as on the date of exercise and the exercise price) by a crossed cheque or a demand draft drawn or through electronic funds transfer in favour of the Company, or in such other manner as the Nomination and Remuneration Committee may permit.

8. Lock-in Period (if any)

Not applicable, since no shares are being issued or allotted under the PDS PSU 2021.

9. Maximum number of Units to be issued per employee and in aggregate

The total number of Units that may be granted in aggregate shall not exceed 1,72,283. The maximum number of Units that may be granted per Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the conditions prescribed under applicable law and the PDS PSU 2021.

10. Maximum quantum of benefits to be provided per employee

Other than the Units granted in accordance with Serial No. 9 above, the employees are not being granted any other benefits under the PDS PSU 2021.

11. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust

The PDS PSU 2021 will be administered directly by the Company.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The PDS PSU 2021 does not involve any new issue, purchase, sale or dealing in the share of the Company.

13. The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

Not Applicable

15. The method which the company shall use to value the Options

To calculate the employee compensation cost, the Company shall use the intrinsic value method for the valuation of the Units granted.

In case the Company calculates the employee compensation cost using the intrinsic value of the Units, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Units, shall be disclosed in the Directors report and also the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Directors' report.

16. The conditions under which Units vested in employees may lapse

The vested Units which are not exercised within the time period set out in PDS PSU 2021 or the grant letters (as the case may be), shall lapse and stand cancelled.

17. Specified time period within which the employee shall exercise the vested Units in the event of a proposed termination of employment or resignation of employee

Time periods within which the employee is required to exercise vested Units in the event of a termination or resignation shall be as set out in the PDS PSU 2021 or as determined by the Nomination and Remuneration Committee.

18. Statement relating to the accounting policies as specified in Regulation 15 of SEBI SBEB Regulations

The Company shall follow the relevant accounting standards, accounting policies and guidance note on accounting for employees share based payments as may be prescribed from time to time under applicable law.

The Units to be granted under the PDS PSU 2021 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The PDS PSU 2021 conforms to the applicable provisions of the SEBI Listing Regulations, SEBI SBEB Regulations, if and only to the extent applicable, and all other applicable laws. Copy of the PDS PSU 2021 will be made available for inspection or provided to the Members on written request to the Company Secretary at the Registered Office of the Company.

The copy of the draft PDS PSU 2021 is also being posted on website of the Company under Investors section.

The word "**Board**" shall be read and included the Compensation Committee / Nomination and Remuneration Committee and accordingly powers granted to, or exercisable by, the Board as referred in the resolutions and Explanatory Statement or otherwise, shall be exercisable by the aforesaid Committee, unless context requires otherwise or the Board resolve so.

Notwithstanding anything contained in the Resolutions as set forth in Item No. 13 and Item No. 14 and the Explanatory Statement thereto, the Compensation Committee / Nomination and Remuneration Committee would have the absolute discretion to determine the employees eligible to be granted the Options under the PDS PSU 2021 and the quantum of options to be granted to any one or more Eligible Employees.

The Board recommends the above referred Special Resolutions as set forth in Item No. 13 and Item No. 14 of the accompanying Notice for your approval.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Units under the Scheme may be considered as concerned or interested in the Special Resolutions. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

ITEM NO. 15: APPROVAL TO PROVIDE SECURITY ON CREATION OF CHARGE, MORTGAGE, ETC. UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.

As per the provisions of Clause (a) of Sub- Section (1) of Section 180 of Companies Act, 2013 ("**the Act**"), the Board of Directors of the Company shall not create charge/ mortgage/ hypothecate the movable and / or immovable properties of the Company unless the same is authorized by the Members of the Company by way of Special Resolution.

Members may note that pursuant to Section 180(1)(a) of the Act, the Shareholders had passed a Special Resolution through postal ballot resolution dated October 16, 2015 for creation of charges/mortgages/hypothecations for an amount not exceeding ₹1,500 Crores under Section 180(1)(a) of the Act.

Accordingly, it is proposed to increase limit under Section 180(1) (a) of the Act upto an amount ₹2,000 Crores (Two Thousand Crores Only) for the approval of Shareholders by way of a Special Resolution.

The Board recommends the above referred Special Resolution as set forth in Item No. 15 of the accompanying Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 15 of the accompanying notice, except in the ordinary course of business and extent to their shareholding.

ITEM NO. 16: APPROVAL FOR INCREASE IN THE LIMITS FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("**the Act**"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

The Shareholders of the Company through postal ballot on October 16, 2015 had approved investments and loans made and the amounts for which guarantee or security provided to or in all bodies corporate including subsidiary/ group companies and outstanding at any time does upto an amount of ₹1,500 Crores (Rupees One Thousand Five Hundred Crores Only) or equivalent amount in any other foreign currency.

Accordingly, it is proposed to increase to provide loans, guarantees and make investments up to a sum of ₹2,000 Crores (Rupees Two Thousand Crores Only) over and above the aggregate of free reserves and securities premium account of the Company at any point of time and recommend passing of this resolution by way of a Special Resolution.

The Board recommends the above referred Special Resolution as set forth in Item No. 16 of the accompanying Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 16 of the accompanying notice, except in the ordinary course of business and extent to their shareholding.

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

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

Place: Bengaluru, India

Date: May 27, 2021

Regd. Office:

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

E-mail: investors@pdsmultinational.com

Website: www.pdsmultinational.com

Annexure-II

(for Item No. 3 & 4)

DETAILS OF DIRECTOR(S) SEEKING RE-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 and re-appointment at the forthcoming Annual General Meeting

	Mr. Deepak Seth	Mr. Parth Gandhi
Name of Director	Mr. Deepak Seth	Mr. Parth Gandhi
DIN	00003021	01658253
Date of Birth	22/05/1952	10/04/1971
Nationality	Indian	Indian
Age	70 Years	50 Years
Qualification(s)	Master of Business Administration (MBA) and B.A. (Economics)	MBA from Michigan State University and a BE from University of Mumbai
Experience (including expertise in specific functional area) / Brief Profile	Mr. Deepak Seth is an active member of the Apparel Export Promotion Council of India ("AEPC") and has held the post of "Vice Chairman" of the Eastern Region of AEPC for 2 years. He is also an executive member of the Apparel Exporters & Manufacturers Association (AEMA) and was awarded the "Udyog Ratna" Award by the Haryana Govt. in 2006 for his entrepreneurial skills. His knowledge of the business environment and vast experience in general management has been an asset to the Company.	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 a Managing Director at Navigator Capital Advisors Limited and prior to that was a Consultant with Ernst and Young.
Date of first Appointment on the Board	April 6, 2011	May 27, 2021
Details of Shareholding the Company as on March 31, 2021	31,55,734 Equity Shares	7,127 Equity Shares
Directorship held in other Companies as on March 31, 2021	Directorships in: 1. Pearl Global Industries Limited 2. Technocian Fashions Private Limited 3. Ps Arts Private Limited 4. Sbuys E-Commerce Limited 5. Digital Ecom Techno Private Limited 6. Pearl Global Kaushal Vikas Limited	Directorships in: 1. Good People's Network Private Limited
Relationship with Directors and Key Managerial Personnel	Husband of Mrs. Payel Seth, Non-Executive Non-Independent Director and Father of Mr. Pallak Seth, Non-Executive Non-Independent Director	None

No. of Board Meetings attended in FY 2020- 21	4 (Four) Meetings	Not Applicable
Terms and conditions of re-appointment	No special perquisites or benefits as a Director. All terms and conditions of appointment as per applicable policies of the Company. As a Director he is liable to retire by rotation	No special perquisites or benefits as a Director. All terms and conditions of appointment as per applicable policies of the Company. As a Director he is liable to retire by rotation.
Details of last drawn remuneration and proposed remuneration	Not Applicable	Not Applicable
Memberships/ Chairmanships of Committees of other companies	Pearl Global Industries Limited - Audit Committee - Member - Stakeholders Relationship Committee – Member	Nil
Number of Stock Options	Not Applicable	Nil

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

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

Place: Bengaluru, India
Date: May 27, 2021

Regd. Office:
No. 758 & 759, 2nd Floor, 19th Main,
Sector-2, HSR Layout Bengaluru – 560102, Karnataka (India).
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