

Corporate Governance Report

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **PDS Multinational Fashions Limited**
2. Quarter ending - **30-Jun-2019**

i. Composition Of Board Of Director

| Title (Mr./Ms) | Name of the Director | DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Sub Category | Initial Date of Appointment | Date of Re-Appointment | Date of cessation | Tenure (in Months) | No of Directorship in listed entities including this listed entity | No of memberships in Audit/Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity | Membership in Committees of the Company | Remarks |
|----------------|------------------------------|----------|--|--------------|-----------------------------|------------------------|-------------------|--------------------|--|--|---|---|---------|
| Mr. | Deepak Seth | 00003021 | C & NED | | 06-Apr-2011 | 06-Apr-2011 | | | 2 | 2 | 0 | AC,SC | |
| Mrs. | Payel Seth | 00003035 | NED | | 06-Apr-2011 | 06-Apr-2011 | | | 1 | 0 | 0 | NA | |
| Mr. | Pallak Seth | 00003040 | NED | | 06-Apr-2011 | 06-Apr-2011 | | | 1 | 0 | 0 | NA | |
| Mr. | Ashutosh Prabhudas Bhupatkar | 00479727 | ID | | 26-May-2014 | 01-Apr-2019 | | 60 | 1 | 1 | 1 | AC,SC | |
| Mr. | Ashok Kumar Chhabra | 06869497 | ID | | 26-May-2014 | 01-Apr-2019 | | 60 | 1 | 2 | 1 | AC,SC | |
| Mr. | Ashok Kumar Sanghi | 00011207 | ID | | 26-May-2014 | 01-Apr-2019 | | 60 | 1 | 2 | 0 | AC,SC | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|------------------------------|----------|------------------------|------------------|----------------|
| 1 | Deepak Seth | C & NED | Member | 26-May-2014 | |
| 2 | Ashok Kumar Sanghi | ID | Member | 26-May-2014 | |
| 3 | Ashok Kumar Chhabra | ID | Member | 14-Aug-2015 | |
| 4 | Ashutosh Prabhudas Bhupatkar | ID | Chairperson | 26-May-2014 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Ashok Kumar Sanghi | ID | Member | 26-May-2014 | |
| 2 | Ashok Kumar Chhabra | ID | Chairperson | 26-May-2014 | |
| 3 | Deepak Seth | C & NED | Member | 26-May-2014 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| | | | | | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|------------------------------|----------|------------------------|------------------|----------------|
| 1 | Ashok Kumar Chhabra | ID | Member | 26-May-2014 | |
| 2 | Ashok Kumar Sanghi | ID | Chairperson | 26-May-2014 | |
| 3 | Ashutosh Prabhudas Bhupatkar | ID | Member | 26-May-2014 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter |
|---|---|
| 14-Feb-2019 | 12-Apr-2019 |
| 28-Feb-2019 | 29-May-2019 |

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| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 46 |

iv. **Meeting of Committees**

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Requirement of Quorum met (details) | Whether requirement of Quorum met (Yes/No) |
|-------------------------------------|--|---|-------------------------------------|--|
| Audit Committee | 14-Feb-2019 | 12-Apr-2019 | 4 | Yes |
| Audit Committee | | 29-May-2019 | 4 | Yes |
| Stakeholders Relationship Committee | 01-Feb-2019 | | | Yes |
| Stakeholders Relationship Committee | 08-Feb-2019 | | | Yes |
| Stakeholders Relationship Committee | 01-Mar-2019 | | | Yes |
| Stakeholders Relationship Committee | 13-Mar-2019 | | | Yes |
| Stakeholders Relationship Committee | 25-Mar-2019 | | | Yes |
| Stakeholders Relationship Committee | 30-Mar-2019 | 22-Apr-2019 | 2 | Yes |
| Nomination & Remuneration Committee | | 29-May-2019 | 3 | Yes |

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| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 56 |

v. **Related Party Transactions**

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> | <i>Remark</i> |
|--|--------------------------------------|---------------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | | |

VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **B. Chandra Sekhara Reddy**
Designation : **Company Secretary**