

## PDS MULTINATIONAL FASHIONS LIMITED

Registered Office: No. 758 & 759, 2<sup>nd</sup> Floor, 19<sup>th</sup> Main, HSR Layout, Sector-II, Bengaluru-560102, Karnataka, India

Tel: 080-67653000, Website: [www.pdsmultinational.com](http://www.pdsmultinational.com); E-mail: [investors@psdsmultinational.com](mailto:investors@psdsmultinational.com)

CIN: L18101KA2011PLC094125

### NOTICE TO MEMBERS

Notice is hereby given that the Extra-ordinary General Meeting ("EOGM") of the Members of PDS Multinational Fashions Limited, will be held on Thursday, 25<sup>th</sup> day of February, 2021 at 11:00 AM through Video Conferencing / Other Audio Visual Mean ("VC" / "OAVM") to transact the following business(es):

#### SPECIAL BUSINESS:

##### 1. Approval of the Employees Stock Option 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 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 "PDS Multinational Fashions Limited-Employee Stock Option Plan 2021" (the "**PDS ESOP 2021 or Scheme or Plan**") and That the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot options (the "**Options**"); 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 a 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 LODR Regulations**") as applicable under the PDS ESOP 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 2021 including any modifications thereof.

**RESOLVED FURTHER THAT** the Board of Directors or the Nomination and Remuneration Committee 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 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 5,31,565 (Five Lakh Thirty One Thousand Five Hundred and Sixty Five) Equity Shares of the Company of face value of Rs.10/- each fully paid-up.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (referred to as the "**Board**", which term shall be deemed to include the Nomination and Remuneration Committee, or any other committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) 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 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 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 LODR 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 share 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 LODR Regulations / applicable laws to the extend relevant to the PDS ESOP 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 2021."

### 2. Approval of the Employees Stock Option 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 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 LODR 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 "PDS Multinational Fashions Limited-Employee Stock Option Plan 2021" (the "**PDS ESOP 2021 or Scheme or Plan**") and That the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot options (the "**Options**"); 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 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 2021 including any modifications thereof.

**RESOLVED FURTHER THAT** the Board of Directors or the Nomination and Remuneration Committee 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 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 5,31,565 (Five Lakh Thirty One Thousand Five Hundred and Sixty Five) Equity Shares of the Company of face value of Rs.10/- each fully paid-up.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (referred to as the "**Board**", which term shall be deemed to include the Nomination and Remuneration Committee, or any other committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) 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 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 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 LODR 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 share 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 LODR Regulations / applicable laws to the extent relevant to the PDS ESOP 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 2021."

3. **Resolution approving the options to be granted and shares to be issued to the employees of the Company and its subsidiaries under the PDS ESOP 2021 equal to or in excess of 1% of the issued capital at the time of grant of options or shares (as the case may be) but in any case not exceeding 2% of the issued capital of the Company at the time of grant of options or shares (as the case may be)**

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

**"RESOLVED THAT** pursuant to 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 and the Board (which term shall be deemed to include the Nomination and Remuneration Committee, or any other committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) is hereby authorized, to grant, Options and issue of Equity Shares, from time to time, as it thinks fit, equal to or in excess of the ceiling or percentage prescribed under Regulation 6 of the SEBI SBEB Regulations (i.e. equal to or in excess of 1% of the issued capital of the Company at the time of issue or grant of options or shares, as the case may be) but in any case not exceeding 2% of the issued capital of the Company at the time of grant of option or shares, as the case may be.

**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 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."

4. **Approving the PDS Value Creation Incentive Plan 2021**

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

**"RESOLVED THAT** pursuant to Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the circulars issued by Securities and Exchange Board of India ("**SEBI**"), 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, the approval of the Members of the Company be and is hereby accorded to participation of employees of the Company and its subsidiaries (such employees as may be

identified and selected in accordance with the PDS Multinational Fashions Limited - PDS Value Creation Incentive Plan 2021) in the "PDS Multinational Fashions Limited - PDS Value Creation Incentive Plan 2021" ("**PDS Incentive Plan 2021**") (as amended from time to time), and approval of the Members be and is hereby accorded to such PDS Incentive Plan.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Promoters of the Company to offer incentives/awards pursuant to the PDS Incentive Plan 2021 to the employees of the Company and its subsidiaries (such employees as may be identified and selected in accordance with the PDS Incentive Plan 2021 from time to time), under which the Promoters will grant cash awards, inter alia, to certain identified employees of the Company and its subsidiaries subject to satisfaction and achievement of Trigger Events (as defined in PDS Incentive Plan 2021) which are linked to offers received by the promoter/promoter group of the Company ("**Promoter Group**") which enable them to monetize or leverage certain percentage of shareholding of the Promoter/Promoter Group in the Company ("**Offer**"). The quantum of the cash awards made to the employees will depend on the amount of consideration identified in the Offer received by the Promoter/Promoter Group and shall be paid by the Promoters of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such further actions and necessary steps, as may be required or desirable to give effect to the terms of the PDS Incentive Plan 2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized 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, 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."

**5. Approving the payment of Fund Raise Incentive to the Chief Executive Officer of the Company**

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

"**RESOLVED THAT** pursuant to Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the circulars issued by Securities and Exchange Board of India ("**SEBI**"), 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, the approval of the Members of the Company be and is hereby accorded for the Company and its subsidiaries to pay fund raise incentive to the Chief Executive Officer of the Company ("**Fund Raise Incentive**")."

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Company to pay Fund Raise Incentive to the Chief Executive Officer of the Company, under which the Company and its subsidiaries will be required to pay specified incentive amounts/cash awards to the Chief Executive Officer of the Company upon the occurrence of any transaction or a series of transactions, through which the Company or any of its subsidiaries raise any funds by issuing equity shares, any instruments convertible, exchangeable or exercisable into equity shares, or through any quasi-equity transactions, and the quantum of such incentive/cash awards will be linked to the amount of funds so raised by the Company/its subsidiaries.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such further actions and necessary steps, as may be required or desirable to give effect to the terms of the Fund Raise Incentive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized for the aforesaid purpose, to give effect to this resolution as may be necessary 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, 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."

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

Sd/-  
**Abhishekh Kanoi**  
Head of Legal & Company Secretary  
ICSI Membership No. FCS - 9530

Date: January 11, 2021  
Place: Bengaluru

**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; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and any amendment/ modification in thereof issued by MCA (hereinafter referred as "**MCA Circulars**") permitted the holding of the EOGM through VC/ OAVM, without the physical presence of the members at a common venue.

Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "**Act**") read with the above-mentioned MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the EOGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with

Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EOGM.

2. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the business under Item No. 1 to 5 of the accompanying Notice is annexed hereto as **Annexure I**. The Board of Directors of the Company at its meeting held on Monday, January 11, 2021 considered that the special business under Item No. 1 to 5, being considered unavoidable, be transacted at the EOGM of the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM 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 EOGM is being held pursuant to the MCA 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 EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the aforesaid Circulars, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website at [www.pdsmultinational.com](http://www.pdsmultinational.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited ("LLIPL") at [www.linkintime.co.in](http://www.linkintime.co.in) respectively. An advertisement in newspaper is being published by the Company containing the details about the EOGM i.e., the conduct of the EOGM through VC/OAVM, date and time of the EOGM, availability of the notice of EOGM at the Company's website, manner of registering the email ID's of those shareholders who have not registered their email addresses with the Company / RTA and other matters as may be required.
5. In terms of the provisions of Section 113 of the Act read with the aforesaid MCA Circulars, Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the EOGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately in this notice). Such Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in the notice, for more information.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, February 19, 2021 to Thursday, February 25, 2021 (both days inclusive) for the purpose of EOGM.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified carefully.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, LLIPL.
9. The attendance of the Members at the EOGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Members, seeking any information with regard to or any matter to be placed at the EOGM or having any questions in connection with the matter placed at EOGM, are requested to send email to the Company on or before Monday, February 22, 2021, on [investors@pdsmultinational.com](mailto:investors@pdsmultinational.com). The same will be replied suitably.
11. Those Shareholders whose email IDs are not registered can get their Email ID registered by following procedure as mentioned in this Notice of EOGM.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. As per Regulation 40 of SEBI LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form at the earliest.
14. The Company has engaged the services of LLIPL, as authorized agency for conducting the EOGM through VC/ OAVM and for providing e-voting facility.
15. Members who wish to inspect statutory registers required to be made available/kept open for inspection at EOGM and relevant documents referred to in this Notice of EOGM can send an email to [investors@pdsmultinational.com](mailto:investors@pdsmultinational.com).
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices, Circulars etc. from the Company in electronic mode.
17. Since the EOGM will be held through VC/OAVM, the route map is not annexed to this Notice.
18. Members holding shares in physical form are requested to forward all applications for shares related correspondence (including intimation for change in address) to the Company's Share Transfer Agent, LLIPL. Members holding shares in electronic form are requested to notify change in their address to their Depository Participant.
19. The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again at the EOGM. The detailed instructions for availing e-voting facility and to participate in the EOGM through VC / OAVM are provided in **Annexure II**.
20. NO GIFT(S) SHALL BE PROVIDED FOR THE ENSUING EOGM OF YOUR COMPANY.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI LODR Regulations, the Company has provided Members the facility to exercise their

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right to vote on resolutions proposed to be considered at the ensuing EOGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by LLIPL.

22. The voting period begins on Monday, February 22, 2021 at 09:00 AM (IST) and ends on Wednesday, February 24, 2021 at 05:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ("record date") of Thursday, February 18, 2021, may cast their vote electronically. The e-voting module shall be disabled by LLIPL for voting thereafter.
23. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
24. The Results shall be declared on or after the EOGM of the Company. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.pdsmultinational.com](http://www.pdsmultinational.com) and on the website of LLIPL <https://instavote.linkintime.co.in> within two (2) days of passing of the resolutions at the EOGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

**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 business mentioned under Item No. 1 to Item No. 5 of the accompanying Notice dated January 11, 2021:

**ITEM NO.1 AND 2:**

**APPROVAL OF THE PDS ESOP 2021 FOR THE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES**

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

**1. Brief Description of Scheme**

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 ESOP 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 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 LODR Regulations") and other applicable laws and regulations.

**2. Total number of Options to be Granted**

The total number of Options that may in aggregate be granted shall be 5,31,565 with 1 (one) Option being exercisable into 1 (One) fully paid-up Equity Share each i.e. 5,31,565 (Five Lakh Thirty One Thousand Five Hundred and Sixty Five) Employee Stock Options being exercisable into 5,31,565 (Five Lakh Thirty One Thousand Five Hundred and Sixty Five) 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 2021 ("Eligible Employee"):

- (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 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 LODR 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 2021.

**5. Requirements of vesting and period of vesting**

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.

**6. Maximum period within which the Options shall be vested**

Options granted under PDS ESOP 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 3 (three) 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, 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 3 (three) 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.

**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 5,31,565. 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 2021.

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

The PDS ESOP 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 ESOP 2021 will only entail new issue of shares by 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 Options granted.

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.

**16. 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 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 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 ESO 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.

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 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 2021 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The PDS ESOP 2021 conforms to the applicable provisions of the SEBI SBEB Regulations / applicable laws. Copy of the PDS ESOP 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 2021 is also being posted on website of the Company under Investors section. The word the "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.1 and Item No.2 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 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. 1 and Item No.2 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.3:**

**RESOLUTION APPROVING THE OPTIONS TO BE GRANTED AND SHARES TO BE ISSUED TO THE EMPLOYEES OF THE COMPANY UNDER THE PDS ESOP 2021 IN EXCESS OF THE PRESCRIBED LIMITS**

The objective of the PDS ESOP 2021 is to reward key employees of the Company and its subsidiaries for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company views the PDS ESOP 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.

Under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 grant of any options, shares to identified employees of a company equal to or in excess of 1% of the issued share capital of the Company (at the time of issue of grant or options or shares), requires approval of the shareholders of the company.

Accordingly, an enabling approval of the Members of the Company is sought to authorize the Board (which term shall be deemed to



include the Nomination and Remuneration Committee, or any other committee, which the Board has constituted to exercise its powers, including the powers, conferred by the Resolutions as set forth in Item No.3), if the requirement so arises, to grant Options and issue shares specified Eligible Employees as identified under the PDS ESOP 2021, in excess of the thresholds prescribed under the applicable regulations, as it may deem fit in its discretion, but in any case not exceeding 2% of the issued capital of the Company at the time of grant of options or shares (as the case may be).

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options and allotted Shares under the PDS ESOP 2021 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.4:**

##### **APPROVING THE PDS INCENTIVE PLAN 2021**

The purpose of the PDS Incentive Plan 2021 is to reward key employees of the Company and its subsidiaries for their performance and their contribution in delivering strong returns and creating value with respect to the investments made by the shareholders in the Company and to incentivize them in the future growth and profitability of the Company. Accordingly, approval of the members is hereby sought to approve the PDS Incentive Plan 2021.

Under the PDS Incentive Plan 2021, the promoters of the Company ("**Promoter**") propose to give the identified employees incentives/ cash awards, subject to satisfaction and achievement of certain trigger events which are linked to offers which enables the Promoter Group to monetize or leverage certain percentage of their shareholding in the Company ("**Offer**"). The quantum of the cash awards made to the employees will depend on the amount of consideration identified in the Offer received by the Promoter Group.

The key features of the PDS Incentive Plan are as follows:

1. The Promoters will pay to certain identified employees (and such other employees who may be identified from time to time) of the Company and its subsidiaries, an incentive payment/ cash award subject to receipt of an Offer.
2. An Offer for the purposes of the PDS Incentive Plan would mean any binding offer by an identified buyer, which enables the Promoter Group to monetize or leverage through a transaction or a series of transactions, upto 15% (fifteen percent) of the share capital of the Company (on a fully diluted basis).
3. The aggregate amount paid as incentive bonus under the PDS Incentive Plan to eligible employees shall be equal to 15% of the offer value (i.e. gross aggregate consideration (whether cash or non-cash) receivable by, or payable to, the Promoter Group and their affiliates in connection with the Offer). The entitlements of individual employees within such bonus pool will be set out in specific grant letters issued to them from time to time.
4. The offering or participation in the PDS Incentive Plan will not imply a guaranteed disposal / sale of shareholding by the Promoter/Promoter Group, nor will it imply any intent on the part of the Promoters/Promoter Group or its affiliates to passively or actively dispose of its interests in the Company. The PDS Incentive Plan merely intends that, if in future, there is an Offer, the Promoters will show its appreciation and

gratitude to the identified employees for their hard work, dedication, time and efforts towards the growth of the Company and the value which they create for its shareholders. The payment of such incentives/cash awards is intended to be a gesture of appreciation and recognition towards the identified employees and their contribution to the growth of the Company and the value which they create for all shareholders.

Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") mandates that no employee (including key managerial personnel or director or promoter) can enter into any agreement with any shareholder (of the listed entity) or any other third party for compensation or profit sharing in connection with dealings in the securities of the listed entity, unless prior approval of the Board of Directors as well as public shareholders by way of an Ordinary Resolution, has been obtained for the purpose. The proposed PDS Incentive Plan falls within the ambit of Regulation 26(6) of the SEBI LODR Regulations. Since the PDS Incentive Plan may be offered to the employees of the Company and its subsidiaries, considering the letter and spirit of the SEBI LODR Regulations, approval of the public shareholders of the Company by way of this Ordinary Resolution is being sought for permitting employees of the Company and its subsidiaries, as the case may be, to participate in the PDS Incentive Plan. Copy of the PDS Incentive Plan 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 Board in its meeting held on January 11, 2021, had considered and approved the PDS Incentive Plan and recommended the same to the public shareholders for their approval by means of an Ordinary Resolution. All interested persons involved in the PDS Incentive Plan shall abstain from voting on this resolution. In this regard, "interested person" shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in the proposed PDS Incentive Plan. The Promoter, the Directors (other than the independent directors) and the employees, including the Key Managerial Personnel and their relatives, may be deemed to be interested in the resolution and shall not vote on the resolution.

#### **ITEM NO.5:**

##### **APPROVING THE PAYMENT OF FUND RAISE INCENTIVE TO THE CHIEF EXECUTIVE OFFICER OF THE COMPANY**

The purpose of providing the fund raise incentive ("**Fund Raise Incentive**") is to reward key employees for their performance and their contribution in delivering strong returns and creating value with respect to the Company and to incentivize them in the future growth and profitability of the Company. Accordingly, approval of the Members is hereby sought to approve the payment of Fund Raise Incentive to the Chief Executive Officer of the Company.

The Fund Raise Incentive is payable on the occurrence of certain trigger events i.e. transaction or a series of transactions, through which the Company or any of its subsidiaries raise any funds by issuing equity shares, any instruments convertible, exchangeable or exercisable into equity shares, or through any quasi-equity transactions, including but not limited to any mezzanine financing or debt having equity-like functionality or characteristics, structured transactions, or debt with returns linked to performance by the Company or its subsidiaries. The quantum of the fund raise incentive/cash awards payable shall be made to the eligible employee will depend on the amount of funds raised by the Company and will be equal to 1% of the gross aggregate consideration received by the Company or its subsidiaries in

## PDS Multinational Fashions Limited

connection with such trigger events.

The offering of the Fund Raise Incentive will not imply a guaranteed fund raising event by the Company, it merely intends that, if in future, there are funds raised by the Company or its subsidiaries, then, the Company or its subsidiaries will show its appreciation and gratitude to the Chief Executive Officer for his hard work, dedication, time and efforts towards the growth of the Company and the value which he/she creates for the shareholders. The payment of such incentive/cash awards is intended to be a gesture of appreciation and recognition towards the Chief Executive Officer and his contribution to the growth of the Company and the value which he creates for all shareholders.

Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") mandates that no employee (including key managerial personnel or director or promoter) can enter into any agreement with any shareholder (of the listed entity) or any other third party for compensation or profit sharing in connection with dealings in the securities of the listed entity, unless

prior approval of the Board of Directors as well as public shareholders by way of an Ordinary Resolution, has been obtained for the purpose. The proposed Fund Raise Incentive falls within the ambit of Regulation 26(6) of the SEBI LODR Regulations. Therefore, considering the letter and spirit of the SEBI LODR Regulations, approval of the public shareholders of the Company by way of this Ordinary Resolution is being sought for permitting payment of the Fund Raise Incentive to the Chief Executive Officer of the Company.

The Board in its meeting held on January 11, 2021, had considered and approved the payment of the Fund Raise Incentive to the Chief Executive Officer and recommended the same to the public shareholders for their approval by means of an Ordinary Resolution. All interested persons involved shall abstain from voting on this resolution. In this regard, "interested person" shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in the proposed payment of Fund Raise Incentive. The Chief Executive Officer of the Company (if he holds any shares), may be deemed to be interested in the resolution and shall not vote on the resolution.

**A. Voting through electronic means**

**I. Remote e-Voting Instructions for shareholders are as under:**

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

Those who are first time users of Link Intime India Private Limited ("LI IPL") e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

**A. User ID:** Enter your User ID

- 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 Event No + Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
- 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).

NOTE: If Shareholders/ Members are holding shares in demat form and have registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any Company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL 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.

**If you 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 are having valid email address, Password will be sent to his / her registered e- mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.
  - 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 the 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".
  - Shareholders/ members holding multiple folios/ demat account shall choose the voting process separately for each of the folios/demat account.
  - In case shareholders/ members 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

## II. Other Instructions:

1. Voting at EOGM: Only those members, who will be present at the EOGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the EOGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EOGM.
2. Mr. R. Hariprasad Reddy, Practicing Company Secretary (Membership No. FCS 8477), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at EOGM in a fair and transparent manner. The Scrutinizer shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the EOGM.
3. The Members who have cast their vote by remote e-voting may also attend the EOGM through VC/ OAVM but shall not be entitled to cast their vote again.
4. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited, [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively where the shares of the Company are listed and shall be placed on the Company's website [www.pdsmultinational.com](http://www.pdsmultinational.com) and on the website of LIPL <https://instavote.linkintime.co.in> immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
5. The Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, February 18, 2021.
8. In case a person has become a shareholder of the Company after sending of EOGM Notice but on or before the cut-off date for E-voting i.e., on Thursday, February 18, 2021, he/ she may obtain the User ID through writing an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.
9. In case the email address is not registered with the Company / Depository Participant, please follow the process of registering the same as mentioned below:

|                         |  |
|-------------------------|--|
| <b>Physical Holding</b> | Send a request to Registrar and Transfer Agents of the Company, Link Intime India Private Limited at <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a> giving details of Folio number, Name of the shareholder, scanned copy of the |
|-------------------------|--|

|                      |  |
|----------------------|--|
|                      | share certificate (Front and Back), PAN( Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address. Please send your bank detail with original cancelled cheque to our RTA (i.e. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 alongwith letter mentioning folio no. if not registered already.) |
| <b>Demat Holding</b> | Please contact your Depository Participant (DP) to register/ update your email address and bank account details -  |

## B. Process and manner for attending the Extra-ordinary General Meeting through InstaMeet:

1. 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).
 

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

## Instructions for Shareholders/ Members to Speak during the Extra-ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request in advance with the Company on the email id

[Investors@pdsmultinational.com](mailto:Investors@pdsmultinational.com) on or before Monday, February 22, 2021.

- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- 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.

### **Instructions for Shareholders/ Members to Vote during the Extra-ordinary 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:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 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'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 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 cutoff date under 'Favour/ Against'.
- 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.
- 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 Extra-ordinary 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 Extra-ordinary General Meeting will be eligible to attend/participate in the Extra-ordinary 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](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **Guidelines to attend the EOGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the EOGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

Or

- If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

#### **Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.**

- If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or [Run a temporary application](#).

Click on [Run a temporary application](#), an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The Members can join the EOGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice in points given below. The facility of participation at the EOGM through VC/ OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include 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. who are allowed to attend the EOGM without restriction on account of 'first come first serve' basis.