

PDS/SE/2020-21/61

April 6, 2021

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

Re: ISIN - INE111Q01013

Sub: Report on Corporate Governance for the Quarter and Year ended March 31, 2021.

Dear Sir/ Madam,

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and year ended March 31, 2021 for your reference.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,  
for PDS Multinational Fashions Limited



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



## ANNEX I

## Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1 Name of Listed Entity : PDS Multinational Fashions Limited

2 Quarter ending : March 31, 2021

## I. Composition of Board of Directors

| Title (Mr./Ms)   | Name of the Director         | PAN        | DIN      | Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* | Date of Birth | No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee(s) Including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|--|------------------------------|------------|----------|---|-----------------------------|------------------------|-------------------|---------|---------------|---|--|---|--|
| Mr.  | Deepak Seth                  | AABPS2568Q | 00003021 | Chairman & Non-Executive  | 06-04-2011                  |                        |                   | NA      | 22-05-1951    | 2   | 0  | 2   | 0  |
| Mrs.   | Payel Seth                   | AABPS1006M | 00003035 | Non-Executive   | 06-04-2011                  |                        |                   | NA      | 29-05-1958    | 1   | 0  | 0   | 0  |
| Mr.  | Pallak Seth                  | ACXPS6333B | 00003040 | Non-Executive   | 06-04-2011                  |                        |                   | NA      | 13-08-1977    | 1   | 0  | 0   | 0  |
| Mr.  | Ashutosh Prabhudas Bhupatkar | AJHPB3458K | 00479727 | Non-Executive - Independent   | 26-05-2014                  | 01-04-2019             |                   | 82      | 01-02-1951    | 1   | 1  | 1   | 1  |
| Mr.  | Ashok Kumar Chhabra          | AAMPC4535C | 06869497 | Non-Executive - Independent   | 26-05-2014                  | 01-04-2019             |                   | 82      | 04-03-1952    | 1   | 1  | 2   | 1  |
| Mr.  | Ashok Kumar Sanghi           | ABVPS4110R | 00011207 | Non-Executive - Independent   | 26-05-2014                  | 01-04-2019             |                   | 82      | 15-12-1950    | 1   | 1  | 2   | 0  |
| Ms.  | Saraswathy Venkateswaran     | AAJPV2364D | 01778608 | Non-Executive - Independent   | 14-02-2020                  | 14-02-2020             |                   | 14      | 05-10-1953    | 1   | 1  | 0   | 0  |
| Whether Regular chairperson appointed                      |                              |            |          |   |                             |                        |                   |         |               |   |  | YES   |  |
| Whether Chairperson is related to Managing Director or CEO |                              |            |          |   |                             |                        |                   |         |               |   |  | NO  |  |



## II. Composition of Committees

### 1 Audit Committee Details

| Whether the Audit Committee has a Regular Chairperson |            |                              |  | YES                 |                   |
|---|------------|------------------------------|--|---------------------|-------------------|
| Sr. No.   | DIN Number | Name of Committee Members    | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment | Date of Cessation |
| 1   | 00479727   | Ashutosh Prabhudas Bhupatkar | Chairman-Non-Executive - Independent Director                      | 26-05-2014          |                   |
| 2   | 06869497   | Ashok Kumar Chhabra          | Non-Executive - Independent Director                               | 14-08-2015          |                   |
| 3   | 00011207   | Ashok Kumar Sanghi           | Non-Executive - Independent Director                               | 26-05-2014          |                   |
| 4   | 00003021   | Deepak Seth                  | Non-Executive Director   | 26-05-2014          |                   |

### 2 Nomination & Remuneration Details

| Whether the Nomination & Remuneration Committee has a Regular Chairperson |            |                              |  | YES                 |                   |
|---|------------|------------------------------|--|---------------------|-------------------|
| Sr. No.   | DIN Number | Name of Committee Members    | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment | Date of Cessation |
| 1   | 00011207   | Ashok Kumar Sanghi           | Chairman-Non-Executive - Independent Director                      | 26-05-2014          |                   |
| 2   | 06869497   | Ashutosh Prabhudas Bhupatkar | Non-Executive - Independent Director                               | 26-05-2014          |                   |
| 3   | 00479727   | Ashok Kumar Sanghi           | Non-Executive - Independent Director                               | 26-05-2014          |                   |
| 4   | 01778608   | Saraswathy Venkateswaran     | Non-Executive - Independent Director                               | 10-07-2020          |                   |

### 3 Stakeholder Relationship Committee Details

| Whether the Stakeholder Relationship Committee has a Regular Chairperson |            |                           |  | YES                 |                   |
|--|------------|---------------------------|--|---------------------|-------------------|
| Sr. No.  | DIN Number | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment | Date of Cessation |
| 1  | 06869497   | Ashok Kumar Chhabra       | Chairman-Non-Executive - Independent Director                      | 26-05-2014          |                   |
| 2  | 00003021   | Deepak Seth               | Non-Executive Director   | 26-05-2014          |                   |
| 3  | 00011207   | Ashok Kumar Sanghi        | Non-Executive - Independent Director                               | 26-05-2014          |                   |

## 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 | Whether requirement of Quorum met* | Number of Directors present* | Number of Independent Directors present* | Maximum gap between any two consecutive (in number of days) |
|---|--|------------------------------------|------------------------------|--|---|
| November 13, 2020                                   | -  | Yes                                | 5                            | 4  | -   |
|   | January 11, 2021                                   | Yes                                | 6                            | 4  | 58  |
|   | February 12, 2021                                  | Yes                                | 5                            | 4  | 31  |

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

## IV. MEETING OF AUDIT COMMITTEE

| Date(s) of Meeting of the Committee in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of Independent Directors present* | Date(s) of Meeting of the Committee in the previous quarter | Maximum gap between any two consecutive (in number of days)* |
|---|------------------------------------|------------------------------|--|---|--|
| -   | Yes                                | 4                            | 3  | November 13, 2020   | -  |
| January 11, 2021  | Yes                                | 4                            | 3  |   | 58   |
| February 12, 2021   | Yes                                | 3                            | 3  |   | 31   |

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

## V. RELATED PARTY TRANSACTIONS

| Subject  | Compliance status (Yes/No/NA)   |
|--|---|
| Whether prior approval of audit committee obtained   | YES   |
| Whether shareholder approval obtained for material RPT   | NA  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | A statement of transaction with related party for the Quarter and Year ended March 31, 2021, will be placed in the ensuing Audit Committee Meeting. |



**ANNEX II**

1. Name of Listed Entity  
2. Financial Year ended

PDS MULTINATIONAL FASHIONS LIMITED  
March 31, 2021

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

| I. Disclosure on website in terms of Listing Regulations   |                                  |  |
|--|----------------------------------|--|
| Item   | Compliance status<br>(Yes/No/NA) | If Yes provide link to website.<br>If No / NA provide reasons          |
| <b>As per regulation 46(2) of the LODR:</b>  |                                  |  |
| Details of business  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Terms and conditions of appointment of independent directors   | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Composition of various committees of board of directors  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Code of conduct of board of directors and senior management personnel  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Details of establishment of vigil mechanism/ Whistle Blower policy   | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Criteria of making payments to non-executive directors   | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Policy on dealing with related party transactions  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Policy for determining 'material' subsidiaries   | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Details of familiarization programs imparted to independent directors  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances   | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details                         | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Financial results  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Shareholding pattern   | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Details of agreements entered into with the media companies and/or their associates  | Not Applicable                   |  |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| New name and the old name of the listed entity   | Not Applicable                   |  |
| Advertisements as per regulation 47 (1)  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained   | Not Applicable                   |  |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| <b>As per other regulations of the LODR:</b>   |                                  |  |
| Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Materiality Policy as per Regulation 30  | Yes                              | <a href="http://www.pdsmultinational.com">www.pdsmultinational.com</a> |
| Dividend Distribution policy as per Regulation 43A (as applicable)   | Not Applicable                   |  |

It is certified that these contents on the website of the listed entity are correct.



| <b>II Annual Affirmations</b>   |                              |                                      |
|---|------------------------------|--------------------------------------|
| <b>Particulars</b>  | <b>Regulation Number</b>     | <b>Compliance status (Yes/No/NA)</b> |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)             | Yes                                  |
| Board composition   | 17(1), 17(1A) & 17(1B)       | Yes                                  |
| Meeting of Board of directors   | 17(2)                        | Yes                                  |
| Quorum of Board meeting   | 17(2A)                       | Yes                                  |
| Review of Compliance Reports  | 17(3)                        | Yes                                  |
| Plans for orderly succession for appointments   | 17(4)                        | Yes                                  |
| Code of Conduct   | 17(5)                        | Yes                                  |
| Fees/compensation   | 17(6)                        | Yes                                  |
| Minimum Information   | 17(7)                        | Yes                                  |
| Compliance Certificate  | 17(8)                        | Yes                                  |
| Risk Assessment & Management  | 17(9)                        | Yes                                  |
| Performance Evaluation of Independent Directors   | 17(10)                       | Yes                                  |
| Recommendation of Board   | 17(11)                       | Yes                                  |
| Maximum number of directorship  | 17A                          | Yes                                  |
| Composition of Audit Committee  | 18(1)                        | Yes                                  |
| Meeting of Audit Committee  | 18(2)                        | Yes                                  |
| Composition of nomination & remuneration committee  | 19(1) & (2)                  | Yes                                  |
| Quorum of Nomination and Remuneration Committee meeting   | 19(2A)                       | Yes                                  |
| Meeting of nomination & remuneration committee  | 19(3A)                       | Yes                                  |
| Composition of Stakeholder Relationship Committee   | 20(1), 20(2) and 20(2A)      | Yes                                  |
| Meeting of stakeholder relationship committee   | 20(3A)                       | Yes                                  |
| Composition and role of risk management committee   | 21(1),(2),(3),(4)            | Not Applicable                       |
| Meeting of Risk Management Committee  | 21(3A)                       | Not Applicable                       |
| Wigil Mechanism   | 22                           | Yes                                  |
| Policy for related party Transaction  | 23(1),(1A),(5),(6),(7) & (8) | Yes                                  |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)                   | Yes                                  |
| Approval for material related party transactions  | 23(4)                        | Not Applicable                       |
| Disclosure of related party transactions on consolidated basis  | 23(9)                        | Yes                                  |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                        | Yes                                  |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6)      | Yes                                  |
| Annual Secretarial Compliance Report  | 24(A)                        | Yes                                  |
| Alternate Director to Independent Director  | 25(1)                        | Yes                                  |
| Maximum Tenure  | 25(2)                        | Yes                                  |
| Meeting of independent directors  | 25(3) & (4)                  | Yes                                  |
| Familiarization of independent directors  | 25(7)                        | Yes                                  |
| Declaration from Independent Director   | 25(8) & (9)                  | Yes                                  |
| D & O Insurance for Independent Directors   | 25(10)                       | Yes                                  |
| Memberships in Committees   | 26(1)                        | Yes                                  |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                        | Yes                                  |
| Disclosure of Shareholding by Non- Executive Directors  | 26(4)                        | Yes                                  |
| Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)                | Yes                                  |

**Note:**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

for PDS Multinational Fashions Limited

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



Date : April 6, 2021

**ANNEX III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year**

| <b>Affirmations</b>  |                                      |                                      |
|--|--------------------------------------|--------------------------------------|
| <b>Broad Heading</b>   | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/NA)</b> |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | YES                                  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | YES                                  |
| Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting   | 19(3)                                | YES                                  |
| Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting  | 20(3)                                | YES                                  |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | YES                                  |

*for* PDS Multinational Fashions Limited



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



Date : April 6, 2021