

PDS/SE/2021-22/91

January 13, 2022

<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Scrip Symbol: PDSMFL	<b>Corporate Relationship Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 538730
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**Re: ISIN - INE111Q01013**

**Sub: Report on Corporate Governance for the Quarter December 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 ended December 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**  
General Counsel & Company Secretary  
ICSI Membership No.: F-9530



*Encl.: As Above*

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### General information about company

Scrip code	538730
NSE Symbol	PDSMFL
MSEI Symbol	NOTLISTED
ISIN	INE111Q01013
Name of the entity	PDS Multinational Fashions Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-12-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																	Add Notes			
Whether the listed entity has a Regular Chairperson																	Yes			
Whether Chairperson is related to MD or CEO																	No			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 171A] of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of past of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add		Delete																		
1	Mr.	Deepak Seth	AABP25680	00003021	Non-Executive - Non Independent Director	Chairperson		22-05-1951	NA		06-04-2011				2	0	2	0		
2	Mrs.	Payal Seth	AABP31008M	00003035	Non-Executive - Non Independent Director	Not Applicable		29-05-1958	NA		06-04-2011				1	0	0	0		
3	Mr.	Pallab Seth	ACXP56338	00003040	Non-Executive - Non Independent Director	Not Applicable		13-08-1977	NA		06-04-2011				1	0	0	0		
4	Mr.	Ashutosh Prabhudatta Bhugarkar	AJHP33458K	00479727	Non-Executive - Independent Director	Not Applicable		01-02-1951	NA		26-05-2014	01-04-2019	08-12-2021	90	0	0	0	0		
5	Mr.	Ashok Kumar Chhabra	AAMP44535C	06869497	Non-Executive - Independent Director	Not Applicable		04-03-1952	NA		26-05-2014	01-04-2019	09-11-2021	89	0	0	0	0		
6	Mr.	Ashok Kumar Sanghi	ABVP54110R	00011207	Non-Executive - Independent Director	Not Applicable		15-12-1950	NA		26-05-2014	01-04-2019	09-11-2021	89	0	0	0	0		
7	Ms.	Saraswathy Venkateswaran	AAJP23164D	01778608	Non-Executive - Independent Director	Not Applicable		05-10-1953	NA		14-02-2020	14-02-2020		23	1	1	0	0		
8	Mr.	Parth Gandhi	AABPG0664K	01658253	Non-Executive - Non Independent Director	Not Applicable		10-04-1971	NA		27-05-2021				1	0	0	1		
9	Mr.	Robert Sinclair	ZZZZ29999Z	09390821	Non-Executive - Independent Director	Not Applicable		19-01-1963	NA		09-11-2021	09-11-2021		1	1	1	1	0	177	
10	Mr.	Munoo Park	ZZZZ29999Z	09390792	Non-Executive - Independent Director	Not Applicable		23-03-1956	NA		09-11-2021	09-11-2021		1	1	1	1	0	178	
11	Ms.	Yael Gairola	ZZZZ29999Z	08434509	Non-Executive - Independent Director	Not Applicable		24-12-1973	NA		08-12-2021	08-12-2021		0	1	1	0	1	175	
12	Mr.	Nishant Parikh	AIAPP5645C	07349640	Non-Executive - Independent Director	Not Applicable		09-11-1978	NA		08-12-2021	08-12-2021		0	1	1	1	0		



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:  
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filed for every Committee.  
 2. Date of Appointment can be any day upto September 30, 2021.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2021 to September 30,2021

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08434509	Yael Gairola	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	0003021	Deepak Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
3	07349640	Nishant Parikh	Non-Executive - Independent Director	Member	08-12-2021		
4	09390792	Mungo Park	Non-Executive - Independent Director	Member	08-12-2021		
5	00479727	Ashutosh Prabhudas Bhupatkar	Non-Executive - Independent Director	Chairperson	26-05-2014	08-12-2021	
6	00011207	Ashok Kumar Sanghi	Non-Executive - Independent Director	Member	26-05-2014	09-11-2021	
7	06869497	Ashok Kumar Chhabra	Non-Executive - Independent Director	Member	14-08-2015	09-11-2021	
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390821	Robert Sinclair	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	08434509	Yael Gairola	Non-Executive - Independent Director	Member	08-12-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	04-12-2021		
4	00479727	Ashutosh Prabhudas Bhupatkar	Non-Executive - Independent Director	Chairperson	04-12-2021		
5	01778608	Saraswathy Venkateswaran	Non-Executive - Independent Director	Member	10-07-2020	08-12-2021	
6	00011207	Ashok Kumar Sanghi	Non-Executive - Independent Director	Chairperson	26-05-2014	09-11-2021	
7	06869497	Ashok Kumar Chhabra	Non-Executive - Independent Director	Member	26-05-2014	09-11-2021	
8	00479727	Ashutosh Prabhudas Bhupatkar	Non-Executive - Independent Director	Member	26-05-2014	04-12-2021	
9	01778608	Saraswathy Venkateswaran	Non-Executive - Independent Director	Member	04-12-2021	08-12-2021	
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Chairperson	08-12-2021		
2	09390821	Robert Sinclair	Non-Executive - Independent Director	Member	08-12-2021		
3	0003021	Deepak Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
4	06869497	Ashok Kumar Chhabra	Non-Executive - Independent Director	Chairperson	26-05-2014	09-11-2021	
5	00011207	Ashok Kumar Sanghi	Non-Executive - Independent Director	Member	26-05-2014	09-11-2021	
6							
7							
8							
9							
10							



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	08-12-2021		
3	0003021	Deepak Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
4	00003040	Pallak Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
5	99999999	Sanjay Jain	Member	Member	27-05-2021		
6	99999999	Ashish Gupta	Member	Member	27-05-2021		
7	99999999	Suresh Purjabi	Member	Member	27-05-2021		
8	06869497	Ashok Kumar Chhabra	Non-Executive - Independent Director	Chairperson	27-05-2021	09-11-2021	
9	00479727	Ashutosh Prabhudas Bhupatkar	Non-Executive - Independent Director	Member	27-05-2021	08-12-2021	
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390792	Mungo Park	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	00003040	Pallak Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	27-05-2021		
4	01778608	Saraswathy Venkateswaran	Non-Executive - Independent Director	Chairperson	27-05-2021	08-12-2021	
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
<a href="#">Add</a> <a href="#">Delete</a>						
1	04-08-2021			Yes	8	4
2	09-11-2021	96		Yes	8	4
3	08-12-2021	28		Yes	8	4

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



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## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								<a href="#">Add Notes</a>	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	
<a href="#">Add</a> <a href="#">Delete</a>									
1	Audit Committee	04-08-2021				Yes	4	3	
2	Audit Committee	09-11-2021	96			Yes	4	3	
3	Nomination and remuneration committee	04-08-2021				Yes	4	4	
4	Nomination and remuneration committee	09-11-2021				Yes	4	4	
5	Nomination and remuneration committee	08-12-2021				Yes	3	2	
6	Stakeholders Relationship Committee	04-08-2021				Yes	3	2	
7	Stakeholders Relationship Committee	09-11-2021				Yes	2	1	
8	Risk Management Committee	09-11-2021				Yes	3	1	

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
<b>Disclosure of notes on related party transactions</b>			<a href="#">Add Notes</a>
<b>Disclosure of notes of material transaction with related party</b>			<a href="#">Add Notes</a>

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## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Abhishekh Kanoi
2	Designation	Company Secretary and Compliance Officer





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### Signatory Details

Name of signatory	Abhishekh Kanoi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	13-01-2022

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