

PDS MULTINATIONAL FASHIONS LIMITED

Registered Office: A-3, Community Centre, Naraina Industrial Area, Phase-II, New Delhi-110028
 Corp. Office: No. 2339, II Floor, Krishna Complex, 17th Cross, HSR Layout, Sector-I,
 Bangalore-560102 Tel: 080-67653030,
 Website: www.pdsmultinational.com; E-mail: investors@pdsmultinational.com
 CIN: L18101DL2011PLC217162

NOTICE

Notice is hereby given that the 4th Annual General Meeting of the Members of the PDS Multinational Fashions Limited, will be held on Tuesday, 22nd September, 2015 at 12:30 PM at Sri Sathya Sai International Centre, Pragati Vihar (Near Pragati Vihar Hostel), Lodhi Road, New Delhi-110 003, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt Standalone and Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pallak Seth, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s S. R. Dinodia & Co. LLP Chartered Accountants, (Regn. No. 001478N/N500005), New Delhi, as Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. Payment of Remuneration to Mrs. Payel Seth, (Din: 00003035) Managing Director of the Company

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

"RESOLVED THAT Pursuant to the provisions of Section 197, 200 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to pay remuneration to Mrs. Payel Seth (DIN: 00003035), Managing Director commencing from April 1, 2015 on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under the Act or any statutory modification or re-enactment thereof:

Salary	: ₹ 3.00 Lacs per month.
Car	: A Company maintained car for official purpose.
Mobile/Telephone	: A mobile for official purpose.
Provident Fund & Gratuity	: As per Company's rules."

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the above remuneration will be considered and shall be paid to Mrs. Payel Seth as a minimum remuneration, pursuant to the provisions of and ceiling limit prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT Mrs. Payel Seth will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof so long as she functions as the Managing Director of the Company.

RESOLVED FURTHER THAT for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

5. To enter into contract or arrangement with related party namely Pearl Global Industries Limited.

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors, the consent of the Company be and is hereby accorded for entering into contract or arrangement with the related party as defined under the Act and the Rules made there under, namely Pearl Global Industries Limited as per details and terms & conditions as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

By order of the Board of Directors
for PDS Multinational Fashions Limited

Place: Gurgaon

Date : August 14, 2015

(Chandra Kishore Jha)
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE COMPANY'S REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 16th September, 2015 to Tuesday, the 22nd September 2015 (both days inclusive).
3. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 and Clause 49 of the Listing Agreement are mentioned in this notice.
4. Members/Proxies are requested to bring their attendance slip along with copy of Annual Report to the Meeting and are requested not to bring any article, briefcase, hand bag, carry bag etc., as the same will not be allowed to be taken inside the meeting hall for security reasons. Further, the Company or any of its officials shall not be responsible for their articles, bags etc., being misplaced, stolen or damaged at the Meeting place.
5. Members/Proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those hold shares in Physical forms are requested to write their Folio Number in the attendance slip for attending the meeting.
6. 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.
7. Corporate members intending to send their authorised representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. form the Company electronically.
9. Soft copy of the Annual Report for the financial year 2014-15 is being sent to all the members, whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 is being sent in the permitted mode.



10. NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 4TH ANNUAL GENERAL MEETING OF YOUR COMPANY.

11. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the 4th Annual General Meeting (AGM) by electronic means and the business contained herein may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th September, 2015 at 10.00 AM and ends on 21st September, 2015 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> i.e. PDS Multinational Fashions Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. Mr. Deepak Somaiya, Practicing Company Secretary (Membership No. FCS 5845) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

III. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

IV. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed immediately on the Company's website www.pdsmultinational.com and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited simultaneously.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Clause 49 of the Listing Agreement)

A brief Resume of the Director offering himself for re-election is given below:

Item No. 2

Mr. Pallak Seth 38 years has a Bachelor of Arts Degree in Economics and International Business and graduated with Magna Cum Laude distinction in 1998 from Northwestern University, in Evanston, Illinois, USA. Pallak heads PDS Multinational Group's strategy and development initiatives. He is currently the Vice Chairperson of the Company. He has launched House of Pearl Fashions' design sourcing and distribution business in 1999 with establishment of Norwest Industries Ltd. in Hong Kong.

Details of other directorship/committee membership held by him in other Companies are as follows:

Directorship

Indian Companies:

He is neither a Director of an Indian Company nor a Member of any Committee except PDS Multinational Fashions Limited.

Foreign Companies:

FX Import Company Limited, FX Imports Hongkong Limited, Multinational Textile Group Limited, Mauritius, Global Textile Group Limited, PG Group Limited, PG Home Group Limited, Nor Lanka Manufacturing Limited, Zamira Fashion Limited, Nor India Manufacturing Co. Ltd., Spring Near East Manufacturing Co. Ltd., Poetic Knitwear Limited, Nor Lanka, Manufacturing Colombo Limited, SACB Holdings Limited, Pallas Holdings Limited, Nor France manufacturing Co. Ltd.,



Lerros Moden GmbH, PDS Asia Star Corporation Limited, Designed and Sourced Limited, DPOD Manufacturing Limited, Gem Australia Manufacturing Limited, Kleider Sourcing Hongkong Limited, Nor Europe Manufacturing Co. Limited, Nor Delhi Manufacturing Limited, Poeticgem International Limited, Sino West Manufacturing Co. Limited, Razamtazz Limited, Norp Knit Industries Limited, Norwest Industries Limited, Casa Forma Limited, Transnational Textile Group Ltd, NAFS Limited, Zamira Denim Lab Ltd.

Mr. Pallak Seth holds 6.07% Equity Shares in the Company.

Mr. Pallak Seth, the retiring Director, being eligible, offers himself for re-appointment.

Directors of your Company propose to appoint Mr. Pallak Seth as a Director, liable to retire by rotation and therefore this Resolution is recommended for approval of the Shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Pallak Seth, himself, Mr. Deepak and Mrs. Payel Seth, being relatives, are interested, whether directly or indirectly, in this Resolution set out at item No. 2 of the Notice.

Item No. 4

Mrs. Payel Seth was appointed as a Managing Director of the Company w.e.f. June 1, 2014 for a period of 5 years by the Members of the Company at their Annual General Meeting held on September 26, 2014.

The remuneration as set out in the resolution was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on May 28, 2015.

The Statement pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 4

I. GENERAL INFORMATION:

1. NATURE OF INDUSTRY

PDS Multinational Fashions Limited is engaged in exports of Readymade Garments. Textile Industries plays a major role in the economy of the country. Indian textile industry is the largest in the country in terms of employment generation. There are various international brands which source readymade garments from the Indian markets.

2. DATE OF COMMENCEMENT OF COMMERCIAL PRODUCTION

Not Applicable

IN CASE OF NEW COMPANIES, EXPECTED DATE OF COMMENCEMENT OF ACTIVITIES AS PER PROJECT APPROVED BY FINANCIAL INSTITUTIONS APPEARING IN THE PROSPECTUS

Not Applicable

3. FINANCIAL PERFORMANCE BASED ON AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars (Rupees in crores)

Revenue from Operations 7.03

Net profit after Tax as per Profit & Loss A/c (1.84)

4. FOREIGN INVESTMENTS OR COLLABORATORS, IF ANY

The Company has no foreign collaboration.

Apart from holding 505647 equity shares of ₹10/- each of your Company by 159 NRI / Foreign Company Members/ Folios representing 1.96 % of the total paid up Capital of the Company as on 31st March 2015, there is no other foreign investment in the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Information Background Details	Mrs. Payel Seth Mrs. Payel Seth, 55 years, graduated from the Pearl Academy of Fashion in July 1996. She is associate with the group as a Promoter Director since incorporation and having rich experience in designing and retailing in Indian and western Garments, Jewellery and Accessories. She is Entrepreneurial by nature and has utilized her skills in field of Designing, General Management, Sales and Marketing/Business Development and Change Management for development of the organization. Her retail initiative includes the establishment of a retail stores in India. She has also been actively involved in the education and Corporate Social Responsibility (CSR) initiatives of the Group.
Past Remuneration	Nil
Recognition or Awards	NIL
Job Profile and their Suitability	Mrs. Payel Seth, Managing Director plays a major role in providing thought leadership and strategic inputs to the Company and also perform such other duties and services as shall from time to time be entrusted to her by the Board of Directors of the Company. Considering the contribution, Board considered her suitable for this position.
Remuneration Proposed	Salary : ₹ 3.00 Lacs per month. Car : A Company maintained car for official purpose. Mobile/ Telephone : A mobile for official purpose. Provident Fund & Gratuity : As per Company's rules
Comparative Remuneration profile with respect to industry, size of the company profile of position and person	The remuneration payable to the Mrs. Payel Seth has been benchmarked with the remuneration being drawn by similar positions in Garment industry and has been considered by the Compensation/Remuneration Committee of the Company at their meeting held on May 28, 2015.
Pecuniary relationship directly or indirectly with the company or with the managerial personnel, if any	Mrs. Payel Seth has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.

III. OTHER INFORMATION:

1. REASONS OF LOSS OR INADEQUATE PROFITS

The Readymade Garments Export Industry had yet another tough year where Revenues have grown but profitability was impaired due to higher cost of production coupled with pressure on margins due to recession.

2. STEPS TAKEN OR PROPOSED TO BE UNDERTAKEN FOR IMPROVEMENTS

The Company has taken necessary steps to improve the profitability by reducing the cost and improving productivity.

3. EXPECTED INCREASE IN PRODUCTIVITY AND PROFITS IN MEASURABLE TERMS

With the above measures, the operating efficiencies and profits of the Company are expected to increase.



IV. DISCLOSURES:

Remuneration package of the Managerial Person(s) paid for the year 2014-15:

(Amount in ₹)

Name of the Director(s)	Mrs. Payel Seth	All other Directors
Designation	Managing Director	
Salary	Nil	—
Others (Provident Fund)	Nil	—
Service Contract	5 years	—
Notice Period, Severance fees	Nil	Nil
Sitting Fees	Nil	₹ 60,000/- for attending each Board Meeting
Total	Nil	—

The Company has no policy for stock option, pension, and performance linked incentives. The company is not paying any bonus, commission or other benefits except as above, to the Executive Directors. The details of Directors remuneration are also disclosed in Corporate Governance Report.

The above said terms and conditions of payment of remuneration are duly considered, approved and recommended by the Nomination and Remuneration Committee in its Committee Meeting held on 28th May, 2015.

Copies of the resolutions passed by the Board in respect of the above may be inspected at the Corporate Office of your Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturday and holidays.

The payment of remuneration to Mrs. Payel Seth as stated above is subject to the approval of the Members. Except Mrs. Payel Seth, and his relatives, none of the Director's and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 4

The Board recommends the resolution for your approval.

Item No. 5

Related Party Transactions

The Board of Directors of the Company has approved a proposal for entering into the following related party transactions for a maximum amount annually during the year 2015-16:

Name of the related party	Nature of relationship	Name of the Director or Key Managerial Personnel who is related, if any	Nature, material terms, monetary value and particulars of the contract or arrangement	Annual Amount in ₹
Pearl Global Industries Limited (PGIL)	Related party as per Section 2(76)(v) of the Companies Act, 2013	Mr. Deepak Seth, Mr. Pallak Seth, Mrs. Payel Seth are Directors	Sale of Services, SAP Income/ Expense Reimbursement, Temporary advance by PGIL on our behalf for expenses	100000000

None of the Directors / Key Managerial Personnel / their relatives, except Mr. Deepak Seth, Mr. Pallak Seth and Mrs. Payel Seth are interested, whether directly and indirectly in this resolution as set out at item no. 5.

By order of the Board of Directors
for PDS Multinational Fashions Limited

Place: Gurgaon

Date : August 14, 2015

(Chandra Kishore Jha)
Company Secretary