



Global | Collaborative | Digital | Ethical

PDSL/SE/2024-25/36

July 4, 2024

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Scrip Symbol: PDSL	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 538730
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Re: ISIN - INE111Q01021

Sub: Submission of Annual Report and Notice convening 13th Annual General Meeting of the Company

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report including the Business Responsibility and Sustainability Report and the Notice convening the 13th Annual General Meeting ("AGM") of the Company for the Financial Year 2023-24.

In compliance with relevant Circulars issued by Ministry of Corporate Affairs ("MCA") and the Securities Board of India ("SEBI"), the Annual Report including the Business Responsibility and Sustainability Report and the Notice convening the 13th AGM of the Company for the Financial Year 2023-24 has been sent to all the Members of the Company, whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Friday, July 26, 2024, at 02:30 P.M. IST through Video Conferencing/ Other Audio-Visual Means in accordance with the MCA and SEBI Circulars. The Annual Report together with the Notice of the AGM is being dispatched to the Members today, i.e., July 4, 2024.

The Notice of AGM along with the Annual Report containing the Notice of AGM for the Financial Year 2023-24 is also available on the website of the Company at https://pdsLtd.com/investors/financial_reports/#annual-reports.

We request you to kindly take the above information on record for the purpose of dissemination to the shareholders.

Thanking you,

Yours faithfully,
for PDS Limited

Abhishekh Kanoi Digitally signed by Abhishekh Kanoi
Date: 2024.07.04 22:31:31 +05'30'

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

Encl.: As Above

PDS Limited

Registered & Corporate Office: Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road,
Andheri East, Mumbai 400093, Maharashtra, India. ☎ +91 2241441100

CIN: L18101MH2011PLC388088 🌐 www.pdsLtd.com 📧 info@pdsLtd.com

Crafting the Next



20
23-
Annual Report
24



PDS

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Corporate Information

Board of Directors

Dr. Deepak Kumar Seth	Non-Executive Chairman
Payel Seth	Non-Executive and Non-Independent Director
Pallak Seth	Executive Vice Chairman
Nishant Parikh	Independent Director
Parth Gandhi	Non-Executive & Non-Independent Director
Yael Gairola	Non-Executive & Non-Independent Director
Robert Sinclair	Independent Director
Mungo Park	Independent Director
BG Srinivas	Independent Director
Sandra Campos	Independent Director

Audit Committee

Nishant Parikh	Chairman
Dr. Deepak Kumar Seth	Member
Mungo Park	Member

Nomination and Remuneration Committee

Robert Sinclair	Chairman
Nishant Parikh	Member
Dr. Deepak Kumar Seth	Member

Risk Management Committee

Nishant Parikh	Chairman
Parth Gandhi	Member
Dr. Deepak Kumar Seth	Member
Pallak Seth	Member
Sanjay Jain	Member
Rahul Ahuja	Member
Suresh Punjabi	Member

Corporate Social Responsibility Committee

Mungo Park	Chairman
Parth Gandhi	Member
Pallak Seth	Member

Group Chief Executive Officer

Sanjay Jain

Group Chief Financial Officer

Rahul Ahuja

Head of Legal & Company Secretary & Compliance Officer

Abhishekh Kanoi

Statutory Auditors

Walker Chandio & Co. LLP

Bankers

The Hongkong and Shanghai Banking Corporation Limited

BNP Paribas

Intesa Sanpaolo S.p.A.

DBS Bank (Hong Kong) Limited

CITI Bank, N.A., Hong Kong Branch

The CITY Bank Limited

First Abu Dhabi Bank PJSC

BRAC Bank Limited

UCO Bank Hong Kong

Emirates NBD Bank P.J.S.C.

Sampath Bank PLC

Axis Bank Limited

Bajaj Finance

ICICI Bank Limited

Registered & Corporate Office

Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai- 400093, Maharashtra, India.

Registrar & Transfer Agent

Link Intime India Private Limited

Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC

Near Savitri Market Janakpuri, New Delhi-110058

Phone – 011 – 49411000

Email – delhi@linkintime.co.in

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You can also find this report online:

www.pdsltd.com



Scan the QR code to view the report online

Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words.

Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material aspects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.



In the ever-evolving landscape of apparel sourcing and customized solutions, the art of crafting extends far beyond the tangible. It is about weaving together creativity, precision, and expertise to shape the future of our industry.

We are a team of creators, thinkers and go-getters who do not believe in being mere spectators of change. Instead, we believe in being the changemakers who shift the very paradigms of the fashion value chain.

Crafting the Next signifies our commitment to innovation and excellence. It embodies our relentless pursuit of pioneering solutions that redefine standards and push boundaries. Just as artisans meticulously mould raw materials into exquisite works of art, we meticulously tailor our services to exceed expectations and deliver unparalleled value.

Crafting

The Next

Ours is a foundation built on values that translate into expertise, competencies, facilities and a reliable supply chain—thereby strengthening our value proposition as the preferred partner to leading fashion brands and retailers worldwide.

From the seamless integration of technology to the nurturing of sustainable practices, every aspect of our operations is a testament to our commitment to crafting a brighter, more sustainable future. As we navigate the complexities of a rapidly changing world, we embrace the challenges that lie ahead with unwavering determination and optimism.

From simplifying fashion to crafting the next, it is impossible for us to not feel a surge of excitement for what lies ahead.

PDS at a glance

A global fashion infrastructure company

We are a design-led plug-and-play platform, offering customised sourcing and manufacturing solutions to leading global retailers and brands. We are the bridge between retailers/brands and manufacturers, offering value-added services like design expertise, quality and compliance control, as well as supply chain management for our international clients.



Key Highlights

- Partnering with **250+** Global brands and retailers
- ₹15,048 crs** GMV in FY24
- 600+** Partner factories globally
- 10,000+** Total Workforce



Vision

Be the most admired global enterprise providing innovative fashion solutions in the most ethical and trusted way.



Values

We strive to be an organisation where integrity, transparency, customer satisfaction, and courage guide us to become the most preferred business partner and employer.

- Trust, Integrity & Ethics**
- People First**
- Entrepreneurial Spirit**
- Customer Centricity**
- Transparency, Collaboration & Teamwork**
- Social Responsibility**

Our Global Presence



- Sourcing
- Manufacturing

We serve a diversified range of global brands with our distinct value-driven solutions.

Message from the Chairman

“ Our journey towards a better world involves prioritising efforts to reduce our carbon footprint and embed sustainable practices into every facet of our business operations. ”



Dr. Deepak Kumar Seth
Chairman

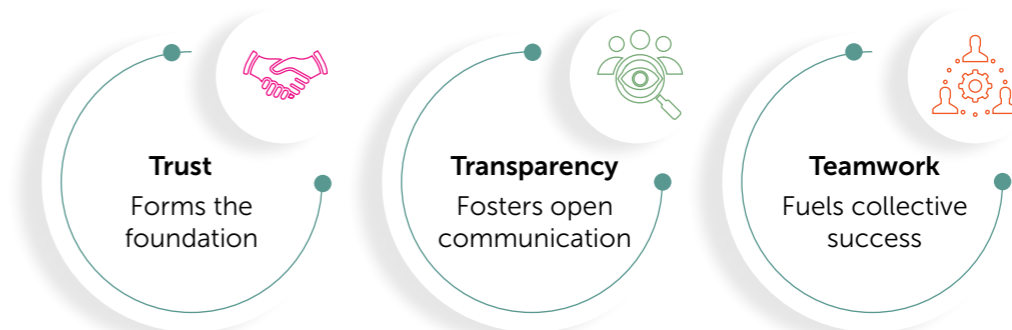
Dear Stakeholders,

It is always a pleasure to write to you at the end of an eventful year. As I look back on the past year, it is clear that our journey has been one characterized by resilience, growth, and unwavering optimism. Despite the tumultuous currents of global economic challenges, there are glimmers of hope that buoy our spirits and light our path forward. Amid the backdrop of uncertainty, the World Bank's projection of modest economic growth provides a beacon of encouragement.

While the fashion industry may face some turbulence in demand, we remain steadfast in our belief that a resurgence is on the horizon, breathing new life into our endeavours. With these promising indicators guiding our way, coupled with the strategic initiatives we have undertaken, we stand poised on the brink of sustainable growth in the forthcoming year and beyond.

At the heart of PDS, lies our commitment to partnership and ownership, where we empower individuals to seize opportunities and foster a culture defined by our cherished values. We embrace the core pillars of Trust, Transparency

THREE T's - Our core pillars



Trust
Forms the foundation

Transparency
Fosters open communication

Teamwork
Fuels collective success

and Teamwork. Trust forms the foundation, Transparency fosters open communication and Teamwork fuels collective success. These pillars guide our actions, shaping a culture of collaboration and reliability.

Our strategy is rooted in the principle that our people are the driving force behind our achievements. We take pride in our diverse and inclusive workforce, with individuals from over 46 nationalities, including approximately 58% women. Each business vertical cultivates its distinct culture, enriching our collective experience. We prioritize continual investment in the development of our leaders and employees to position ourselves effectively for long-term success. Every quarter we invite renowned faculty from B Schools like Harvard to take sessions for our senior leaders under the PDS Leadership Academy program. Additionally, the PDS Learning Academy offers a range of soft skills and functional training programs tailored to enhance the capabilities of all employees.

Our pursuit of excellence extends far beyond the boardroom, encompassing our motivation to give back to society and the environment. A significant achievement for PDS is the inauguration of our second solar power plant in Bangladesh, capable of generating 1 megawatt (1MWh) of clean, renewable energy. This transformative step has turned two of our three manufacturing units into eco-friendly facilities, aligning with our commitment to environmental responsibility. We are proud to announce our commitment to the Science Based Targets initiative (SBTi), aligning our sustainability efforts with global climate science. Having signed the commitment letter, we will

develop and set our targets within the next 24 months and get them validated by SBTi.

We believe that providing quality education not only helps one provide for themselves but also uplifts the entire community. With this ethos in mind, we persist in our support of initiatives like the SOHAM School for Kids in Hyderabad and Hope Worldwide in Bangladesh, ensuring access to education for children and providing vocational training for their parents. Further, our business verticals engage in initiatives that make meaningful contributions to the regions where they operate.

As we embark on the next chapter of our journey, let us do so with hearts filled with hope, minds brimming with innovation and a shared commitment to leaving an indelible mark on the world—one that stands as a testament to our unwavering dedication to our vision to be the most admired global enterprise providing innovative fashion solutions in the most ethical and trusted way.

With gratitude and optimism,

Dr. Deepak Kumar Seth
Chairman

Message from the Executive Vice Chairman

Throughout the year, we have remained steadfast in our commitment to enhancing our core capabilities, embracing new technologies, and championing sustainability-focused initiatives, all aimed at delivering ethical and trusted fashion solutions.

Pallak Seth
Executive Vice Chairman



Dear Stakeholders,

As we delve into the pages of our annual report, I am inspired as I reflect on the remarkable journey of our Company and the collective strides we have taken in crafting the next chapter of our story. This past fiscal year has been a testament to our unwavering commitment to innovation, resilience, and strategic foresight.

In the face of unprecedented challenges, we have embraced each obstacle as an opportunity to build a better, more resilient future. Our theme for this annual report, "Crafting the Next", encapsulates our ethos of proactively shaping the path forward rather than merely reacting to external forces.

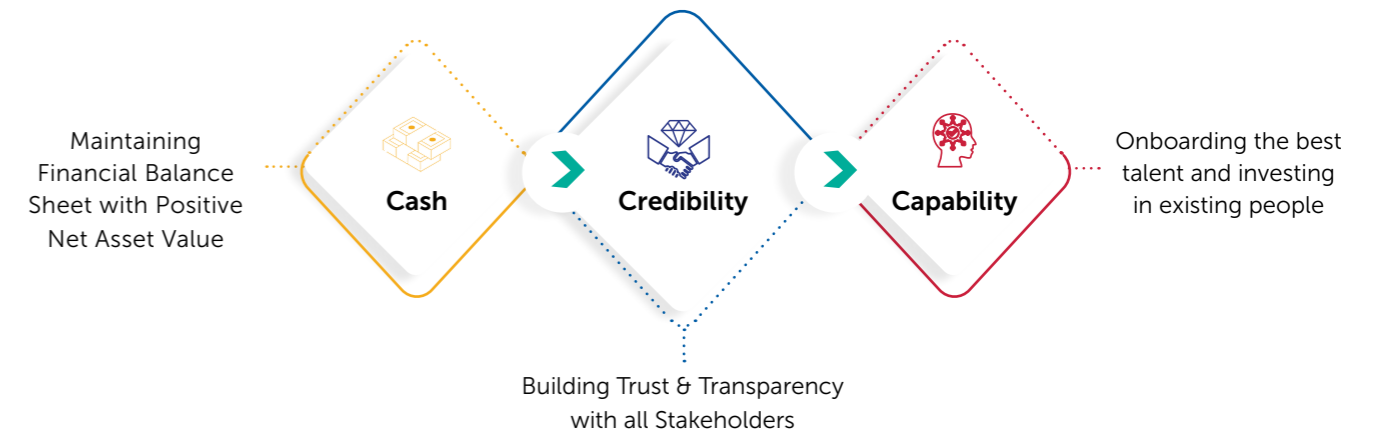
With a global presence spanning over 90+ offices across 22 countries, we maintain an extensive network that empowers us to serve as a comprehensive sourcing,

manufacturing, and supply chain platform. Our intricate setup, with factories shipping nearly one million garments daily, enables us to remain at the forefront of the industry. Throughout the year, we have remained steadfast in our commitment to enhancing our core capabilities, embracing new technologies, and championing sustainability-focused initiatives, all aimed at delivering ethical and trusted fashion solutions. We owe our success to our guiding principles of three Balance Sheets (Cash, Credibility & Capability), Zero bureaucracy, Mutual Trust, Respect, and our robust Risk Management framework.

Expanding Horizons

Drawing from our rich legacy of over two and a half decades in the fashion industry, we embarked on strategic initiatives aimed at expanding the horizons of our offerings. The introduction of services such as 'Sourcing as a Service' (SaaS) and Brand Management on our platform exemplifies

3 Balance Sheets



our dedication to crafting innovative solutions for our customers. We are thrilled to announce the expansion of our partnership with 'George@ASDA,' reaching new territories like Turkey, and our recent collaboration with Myntra. We successfully completed the acquisition of Ted Baker Design Group, which achieved a full year of profitability. Continuing on this growth trajectory, our UK-based division, Poeticgem, has acquired the intellectual property (IP) of the brand, Little Mistress, where in we will lead the design, sourcing, and global distribution efforts for the complete Little Mistress brand portfolio.

Aligned with our objective of broadening our footprint in the US market, we have successfully onboarded Target, a leading US retailer. We anticipate that this collaboration will unlock more opportunities to scale our business in the region.

Fortifying Our Presence

We remain steadfast in our commitment to strengthening our foundation through strategic investments in diversifying our manufacturing base and enhancing operational agility. Our Sri Lanka-focused vertical, Norlanka Manufacturing, acquired a 26% stake in Nobleswear Private Limited, a specialized manufacturer of children's wear based in Sri Lanka. Additionally, we are exploring partnerships with manufacturing facilities in South India, confident that these expansions will enable us to better serve our customers and drive sustainable growth.

We recently acquired a new office in Watford, UK, primarily housing our UK based vertical's (Poeticgem) operations. This investment complements our existing infrastructure, including PDS Towers in Gurgaon and our office in Hong Kong, which play pivotal roles in supporting our global operations and design capabilities.

Looking Ahead

To propel our future growth, during the year we have strategically invested around ₹100 crs through our P&L,

focusing on several key areas. We are expanding our teams and creating new business verticals, enhancing our design-led sourcing capabilities in various categories and regions. Additionally, we are growing our brand portfolio with a presold model and forming strategic alliances to broaden our manufacturing base. A prime example of this initiative is the establishment of a strong team led by industry veteran Mark Green, dedicated to advancing our North American strategy.

As disruptions within the fashion value chain present growth opportunities, we are well-positioned to capitalize on them. We firmly believe that the strength of our agile business model will enable us to effectively respond to market demands and drive increased market share, profitability, and margins.

As we gaze into the future, we do so with a sense of optimism and determination. The challenges we face today are the building blocks of tomorrow's successes. With your continued support and trust, we are confident in our ability to navigate the complexities of the industry and emerge stronger, more resilient, and more innovative than ever before.

In closing, I extend my heartfelt gratitude to our shareholders, employees, partners, and stakeholders for their unwavering dedication and support. Together, let us continue to craft the next chapter of PDS' extraordinary journey, shaping a future that is bright, sustainable, and filled with endless possibilities.

Warm regards,

Pallak Seth
Executive Vice Chairman

Message from the Group CEO

“ We minimized the impact of macroeconomic disruptions, reducing the revenue decline from a high single-digit in the first nine months to about 2% for the full year. ”



Sanjay Jain
Group CEO

Dear Shareholders,

Our journey has been defined by relentless innovation and a drive to deliver transformative solutions to an evolving fashion industry. At the cusp of rapid advancements, we have curated new methods to engage with clients, introduced innovative services, and built a unique platform designed to empower the fashion value chain.

This year has been one of mixed sentiments. On one hand, the industry faced significant challenges: muted demand, high-interest costs, and geopolitical factors impacting various regions. On the other hand, it was a year ripe with opportunities. With a forward-looking outlook and our inherent capabilities, we chose to seize these opportunities by investing in our next phase of growth. To fuel this growth, we invested approximately ₹100crs through our P&L, establishing new teams and expanding into new

verticals. In our asset-light Company, such investments in future revenues are primarily through P&L.

We remain committed to operating within our established guard rails, including maintaining an asset-light approach, managing inventory risks through presold models, partnering with credit-worthy customers, and leveraging our existing network in a calibrated manner.

Business Performance

We achieved a gross merchandise value (GMV) of approximately ₹15,048crs, marking a 25% increase over the previous year. This growth can be largely attributed to our Sourcing-as-a-Service segment, which experienced a remarkable 240% increase in GMV, totalling approximately ₹3,600crs. While we generate service fees from these volumes, we continue to secure a larger wallet share, delivering customized solutions to meet evolving needs.



We minimized the impact of macroeconomic disruptions, reducing the revenue decline from a high single-digit in the first nine months to about 2% for the full year. During the year, our gross margins continued to expand, reaching 20.4% in FY24, a 360 basis point improvement over the previous year. This was driven by higher returns from new service lines.

Our EBITDA was ₹392crs with a margin of 3.8%. When normalized for the ₹100crs investment in new initiatives, our EBITDA was actually ₹492crs, higher than the normalized EBITDA of ₹489crs from the previous year, despite a minor dip in topline.

During the year, we acquired the Ted Baker design and wholesale business from ABG Group. The process of integration is underway. While there has been profits during the first year (post acquisition), there have been upheavals pertaining to the retail partners of ABG Group towards the end of year. Efforts are underway to bring the business operations back to normalcy.

Despite industry dynamics, our balance sheet remains robust, with leverage ratios of Net Debt to EBITDA at 0.66x and Net Debt to Equity at 0.21x. Our working capital days, excluding Ted Baker, have been largely maintained, and our focus continues on bringing them back to early single digit on an overall basis.

We are pleased to announce a proposed dividend of ₹4.75 per share, a payout of 43% for the year, of which ₹1.6 per share was declared in the first half.

Setting the stage for a brighter future

As we step into another fiscal year, we look ahead with cautious optimism. We are entering the year with a 30%

growth in our order book compared to the same period last year. We believe in the strength of our unique business model, the efficiency of our strategies, and our focus on operational excellence. Our steadfast efforts position us favourably to capitalize on numerous opportunities for strategic partnerships with global brands and retailers. The promising performance of our new ventures underscores our growth potential and reaffirms our dedication to long-term success.

We recognize the importance of attracting and retaining talented people. Our investment in our workforce has enabled us to make inroads into new categories and the US market, while strengthening our presence in India.

As I conclude, I reiterate our commitment to innovation, expansion, and strategic partnerships. We will continue to enhance our value proposition for clients, leveraging our core capabilities to build new connections and stronger networks with industry leaders, promoting our bouquet of customized solutions for global brands and retailers.

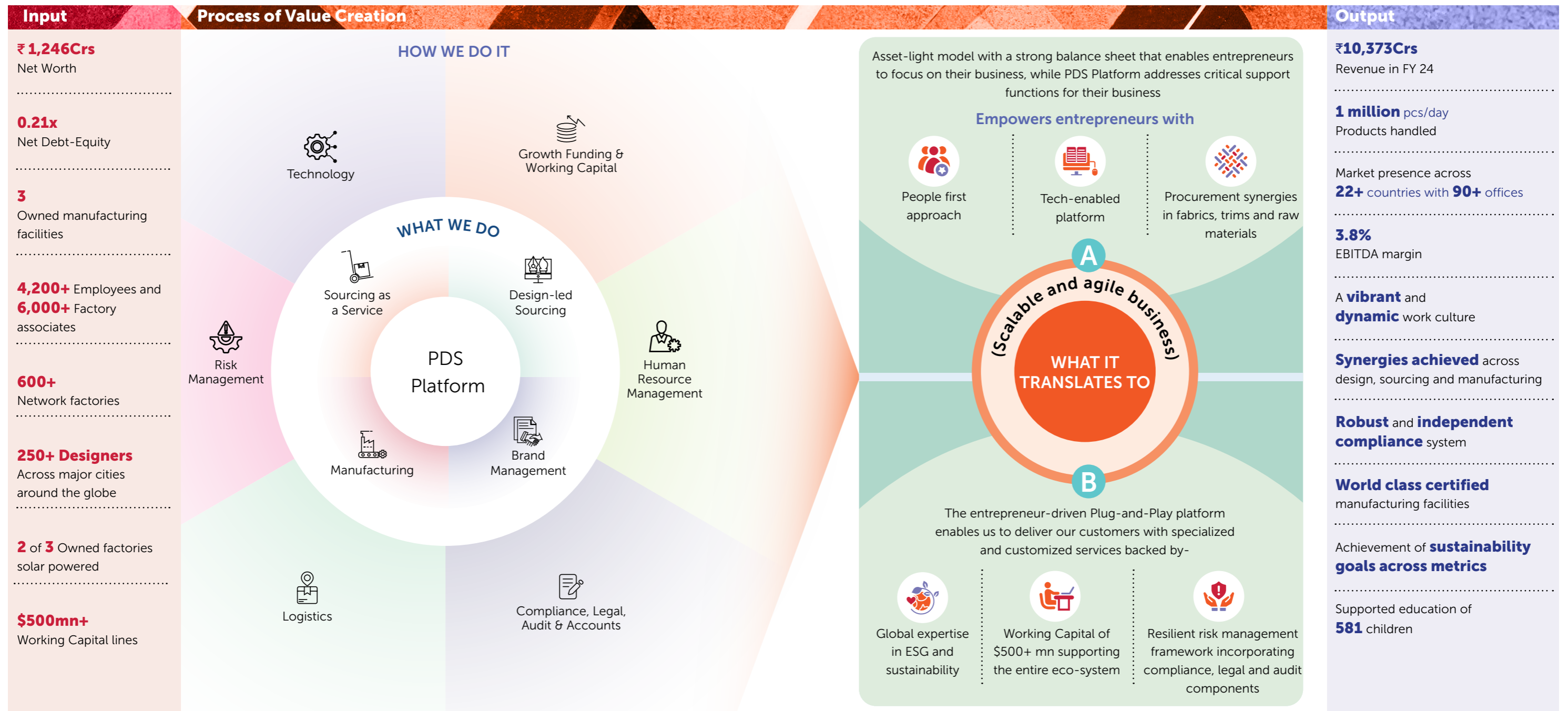
I extend my deepest gratitude to the Board of Directors for their guidance and support. I also express my heartfelt appreciation to all our stakeholders for their unwavering trust and faith in PDS.

Regards,

Sanjay Jain
Group CEO

A Unique Business Model

Our business model stands out as a federation of diverse operations, designed to empower entrepreneurs within our ecosystem to excel. Through our commitment to collaborate and innovate, we drive growth by pushing boundaries and focusing on enhancing value for all stakeholders.



Attract and enable entrepreneurial creativity

Maximise customer relationships

Drive economies of scale and synergies across operations

Deliver world-class customized offering and services to customers

Financial and operational snapshot

We have demonstrated resilience amid the challenges faced by the industry. Our agile business model, coupled with strategic foresight, has been pivotal in navigating through these turbulent times. Our efforts to unlock operational synergies and drive constant innovation has fuelled growth over the years.

PDS has secured a spot among India's elite top 200 companies, rising to the 194th rank in the renowned #ET500 list.

Segment-wise performance in FY2024

	Sourcing	Manufacturing	PDS Ventures and Others	PDS Consolidated
Revenue	₹10,080	₹597	₹6	₹10,373
EBIT	₹327	₹24	₹-10	₹333
Gross capital employed	₹1,261	₹504	₹423	₹2,189
Net capital employed				₹1,504
ROCE	26%*	5%*	-ve	22%#

*Based on gross capital employed

#Consolidated ROCE based on net capital employed

PDS Consolidated numbers above are post eliminations

Revenue from Operations (₹ In crs)

FY 20	6,648
FY 21	6,213
FY 22	8,828
FY 23	10,577
FY 24	10,373

12%
CAGR

EBITDA (₹ In crs)

FY 20	186
FY 21	230
FY 22	327
FY 23	459
FY 24	393

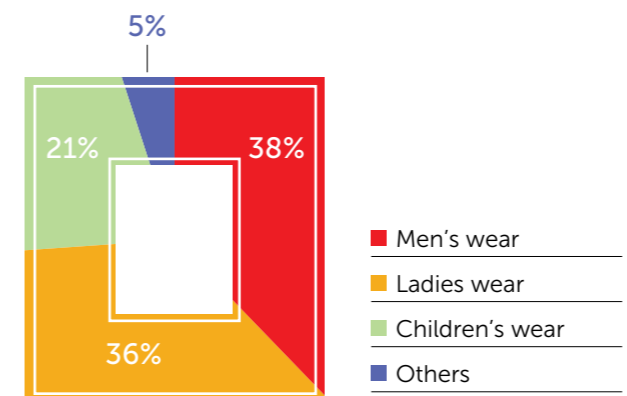
21%
CAGR

PAT (₹ In crs)

FY 20	81
FY 21	148
FY 22	293
FY 23	327
FY 24	203

26%
CAGR

Category-wise split Share in FY24



Gross Profit (₹ In crs)

FY 20	1,099
FY 21	1,028
FY 22	1,432
FY 23	1,771
FY 24	2,111

18%
CAGR

EBITDA Margin (In %)

FY 20	2.8%
FY 21	3.7%
FY 22	3.7%
FY 23	4.3%
FY 24	3.8%

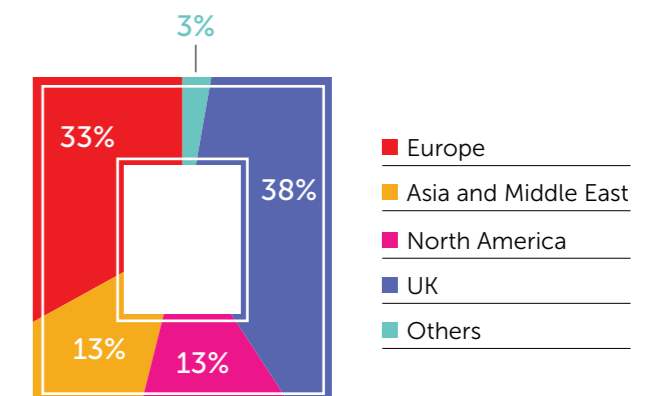
99bps
Margin Expansion

PAT Margin (In %)

FY 20	1.2%
FY 21	2.4%
FY 22	3.3%
FY 23	3.1%
FY 24	2.0%

73bps
Margin Expansion

Geography-wise split Share in FY24



Category and geography split based on broad estimates, unadjusted for inter-company eliminations

A Vibrant Operational Canvas

Our unique business model enables us to offer our customers comprehensive solutions that address every aspect of the fashion value chain. We are equipped with strong in-house design capabilities, long-standing supplier relationships, compliance framework—all of which collectively empower us to assist brands in navigating the complexities of the fashion value chain and efficiently craft the next chapter of our growth story.

Our Core Competencies

Our presence across the entire fashion value chain positions us as the ideal partner for major brands and retailers.

Global Network

A platform with an extensive global network, spanning multiple countries and covering all apparel segments.

Design Capabilities

With an in-house team of over 250 designers, reduces the need for retailers to maintain their own design teams, making this a significant revenue driver for the Company.

Compliance Expertise

Ensures strict adherence to compliance and sustainability standards, addressing the growing concerns of ethically conscious consumers.

Financial Support

Acts as a counterparty, offering credit to retailers and financing to factories, thus providing essential financial support to customers and suppliers.

Procurement Power

With access to over 600 factories in key apparel manufacturing regions, leverages its vast reach to achieve significant buying power, resulting in economies of scale and better deals for all parties involved.



Design-led sourcing

Moving beyond traditional sourcing models that prioritize cost, production capabilities, and efficiency, our design-led approach places the design vision and product requirements at the heart of our sourcing strategy. We work closely with the merchandising teams of retailers and brands, leveraging our design expertise from over 250 designers to curate customized offerings and manage overall sourcing requirements across various regions.

Crafting value through

- Global network of 600+ partner factories & 250+ inhouse designers
- Extensive design catalogue based on market intelligence
- Faster speed-to-market
- Price negotiation & order consolidation
- Strict adherence to quality assurance and standards on compliance and sustainability



Paving the way forward with 3D Technology

The impact of 3D technology on apparel design and development extends beyond mere efficiency gains. Our vertical, Simple Approach, known for their commitment to sustainable fashion, has embraced 3D technology to transform its design and development processes. This 3D technology involves outfit building, garment design, outfit flatlays, fittings, store layouts, catwalks, and more. As the fashion industry continues to evolve, embracing 3D technology emerges not only as a technological advancement but as a sustainable and forward-thinking approach. The journey towards a more efficient, collaborative, and environmentally conscious fashion industry has found a powerful ally in the form of 3D technology, and Simple Approach stands as a testament to its potential.



Sourcing as a Service (SaaS)

A service offering essentially managing sourcing offices for retailers/brands in various markets, enabling them to avoid local complexities and relieve management bandwidth of managing large number of factories. Being a cost- plus model, the client gets complete visibility & transparency of the costs. Under SAAS, we essentially act as the retailer’s representative in the region we manage mostly on an exclusive basis.

Crafting value through

- Quick set up (90-120 days) of dedicated sourcing office
- Local expertise in key sourcing locations such as Turkey, Bangladesh and India
- Cost diagnostics & reduction
- Fully transparent “Cost Plus Model”



Strengthening our partnership with ASDA

Our relationship with Asda has been since the early 2000s through our UK-based vertical Poeticgem, In 2022, this relationship further extended to us offering “Sourcing as a Service” with an exclusive and dedicated team under Collaborative Sourcing Services (CSS). CSS set up operations in Dhaka, Bangladesh catering to clothing, footwear & accessories sourced from Bangladesh and India. In 2023-24, we acquired Asda’s Turkey sourcing operations & would manage the region under CSS Near East catering to similar categories. Further, our home vertical Casa Collective converted a test order of \$16mn into a multi-year SAAS contract of \$250mn+ in the home category. Through our network, we have been able to successfully cater to a larger wallet share of a customer across geographies & categories.



MERCHANDISE PLANNING



DESIGNING



SOURCING



RAW MATERIAL PURCHASING



MANUFACTURING



QUALITY ASSURANCE



LOGISTICS



WHOLESALE



BRAND MARKETING



RETAIL

Manufacturing

Our manufacturing facilities showcase our capability to manage business operations and our deep understanding of the complex nature of manufacturing. We operate facilities in Bangladesh (with EU/UK tariff-free access) and Sri Lanka, emphasizing on ethical labour practices and sustainability. Additionally, PDS has expanded its capacity with specialized plants, including a centralized cutting plant in Sri Lanka and a wash plant in Bangladesh.

Crafting value through



Area - 1,12,000 Sq. ft.
Capacity - 10 Mn. PCS P.A.
Location: Bangladesh



Area - 56,000 Sq. ft.
Capacity - 13 Mn. PCS P.A.
Location: Sri Lanka



Area - 3,58,690 Sq. ft.
Capacity - 12 Mn. PCS P.A.
Location: Bangladesh



CERTIFICATIONS



Expanding manufacturing capacity in Sri Lanka

Norlanka Manufacturing Limited has acquired a 26% stake in Sri Lanka-based Nobleswear Private Limited, a specialised children’s wear manufacturer. Our global network with Nobleswear’s expertise in children’s wear will become complementary strengths, helping them deliver unparalleled value to customers across the globe. The collaboration will strengthen our manufacturing footprint beyond Bangladesh, opening doors for sourcing opportunities and increased customer base.



MERCHANDISE PLANNING



DESIGNING



SOURCING



RAW MATERIAL PURCHASING



MANUFACTURING



QUALITY ASSURANCE



LOGISTICS



WHOLESALE



BRAND MARKETING



RETAIL

Brand Management

Our brand management model offers comprehensive oversight of the entire value chain, enhancing brand equity and optimizing the supply chain. We deliver full brand management services to retailers and brands worldwide, including merchandising planning, design, sourcing, and marketing. We also collaborate with retailers like Tesco and Sainsbury, as well as influencers, to conceptualize new brands and deliver merchandise. By working closely with these partners, we gain valuable insights into end customers' needs and create products that resonate with them.

Crafting value through

- Brand Concept and Creation
- Range Building
- Proprietary Brands
- Brand Rights and Character Licenses



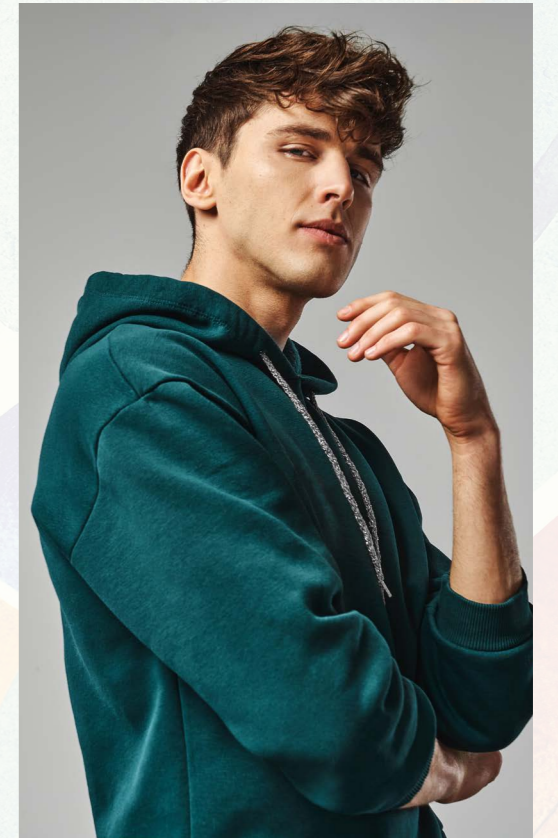
Our Brand Portfolio



Positioning Ted Baker for sustained growth

We signed a 10-year-long strategic partnership for Ted Baker in Europe with Authentic Brands Group (Authentic), a global brand development, marketing, and entertainment platform, establishing Ted Baker Design Group (TDG) as the brand's global hub for design and innovation. PDS, through its UK subsidiary is the global hub for the Ted Baker design group, responsible for all design, development, and product innovation, servicing partners around the world, ensuring that the brand's vision and ethos are preserved. Global Ted Baker distribution partners purchase the brand's core categories from TDG, including men's and women's sportswear and outerwear, men's shirts, women's dresses, and fashion handbags.

TDG also services wholesale accounts in the UK and Europe. TDG has completed a full year of profitability this financial year and continues to grow on this trajectory.



Business vertical Heads



ANUJ BANAIK
United Kingdom



SUNNY MALHOTRA
Hong Kong



RAKESH CHADHA
United Kingdom



RAJIVE RANJAN
Germany



CHANDANA RANATUNGA
Sri Lanka



RAJNISH KAPOOR
Bangladesh



SAFAK KIPIK
Turkey



IFTEKHAR ULLAH KHAN
Bangladesh



ALEX FENG
China



THOMAS MUELLER
Hong Kong



STEVE GOODWIN
United Kingdom



RAJEEV KUMAR DUBEY
Bangladesh



MANOJ DIMRI
Bangladesh



SANDEEP CHABLANI
Bangladesh



GOLAM MOINUDDIN
Bangladesh



GAURAV PANDEY
Hong Kong



ELLIOTT MATTHEWS
United Kingdom



ABHISHEK NAVANI
COO PDS SAAS



IMRAN RATH
Belgium



JACK OSTROWSKI
Poland



AUSTEN PICKLES
United Kingdom



DIVYA & BHAWNISH SURI
India



ERIC LEDDEL
Hong Kong



CHARLIE RUDGE & VINAL PATEL
United Kingdom



SEBASTIAN BERSTEIN
Chile



ELSA PARENTE & JORGE REBEIRO
Portugal



DAMIAN HOPKINS CBE
United Kingdom



BARRY KANE
United Kingdom



QUINCY & EUGENE
USA



PATRICIA AHUFINGER
United Kingdom

Foundation for the Next

PDS Ventures

PDS Ventures drives innovation for crafting the next, redefining standards and promoting sustainability and ethical practices globally. Our investment portfolio spans various sectors, showcasing sustainable technologies that comply with the contemporary demands of environmental stewardship and social responsibility. Our investment approach works in conjunction with our suppliers, customers and other key stakeholders in the fashion value chain.

Strategic Investors Collaborating with big players in the fashion industry to invest and support innovative startups

Financial Investors Strong network of investors - Global Investors, CVCs & family offices who want to co-invest with a strategic partner like us

Collaborations Enhancing global impact through collaborations with renowned institutions to partner with them in their disrupting initiatives towards sustainability and circularity

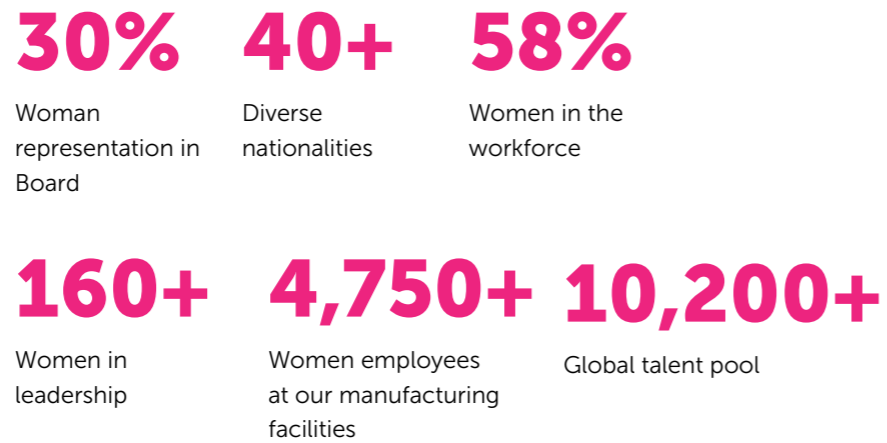
Fashion tech enablers	Post-consumer/circular solutions	Manufacturing & process solutions	Supply chain transparency and traceability	Material science innovation
refive	STYLE THEORY	Colorifix	kavida	hide BIOTECH
BIGTHINX	EV3NU	NATURE COATINGS	SMARTEX.AI	BIOFLUFF
good on you	UPCYCLE LABS	unspun	Fabacus	MATERRA™

Strengthen & expand customer relationships via co-investments	Strengthening PDS' ESG offerings	Collaborating on new solutions leveraging the broader PDS platform
E.g. H&M and Ralph Lauren evolved into coinvestors & customers of PDS	E.g. PDS' circular solutions & Digital Product Passport	E.g. Potential to develop a B2B brand using the innovations within our portfolio

Together, For driving the next

PDS is a vibrant and diverse community of professionals dedicated to creating an inclusive and supportive workplace. Our global teams comprising of talent from across the globe embody a shared commitment to innovate and excel in all that we do.

Our international presence is a testament to our commitment of fostering a collaborative and innovative environment where every employee is valued for their unique perspectives and contributions. Operating in 22 countries with over 90+ offices, our diverse workforce mirrors our dedication to diversity and inclusion. Our focus on diversity not only drives innovation but also ensures equal opportunities and fair compensation for all our people, keeping with our commitment of being an equal opportunity employer.



Annual Employee Engagement survey

We encourage speak-up culture and seek continuous feedback from our colleagues around the world. In the last three years, we have instituted an ANNUAL EMPLOYEE SURVEY process covering all business verticals, all colleagues across all countries where we operate in. Every year our employee participation and ratings are reviewed by a credible partner.

Outcome from the survey

- Improvement of 16% in our score on training & development opportunities offered to employees to further themselves professionally.
- 15% improvement in the score on employees being encouraged to maintain a healthy work-life balance.
- 12% more employees believe that the management's actions match its words.
- Increase of 10% in the number of people who believe that management involves people in decisions that affect their jobs or work environment.
- Improvement of 8% in our scores on the way the organization contributes to society and also on the transparency with which the management addresses questions raised by employees.

Total Employee Coverage



Trust Index



We have been certified by Great Place to Work in Sri Lanka in the year 2023-24 for the second time in a row and in India for FY2023, which reflects our commitment to empowering our workforce. The survey has showcased a significant improvement in the scores, highlighting the success of our human resource strategies.



Building strong, competent teams

Talent acquisition is the cornerstone of our long-term success, enabling us to position ourselves for future growth strategically. Led by this conviction, we prioritise ensuring that we have the right talent in place to drive our organisation forward. We have a robust resume repository, which empowers us to swiftly access top talent whenever required. Additionally, we have partnered with leading management institutes to recruit fresh talent as part of our flagship Campus Engagement Programme; thereby building a strong talent pipeline. We have strong branding efforts on social media like LinkedIn, which further helps us in attracting the best talent for our organisation's growth agenda.

Creating a strong Learning Culture

We firmly believe that ongoing learning and development are crucial for staying ahead of the curve. Staying true to our commitment to professional and personal development, we conduct several training programmes covering managerial, soft and technical skills through our PDS Learning Academy. Our immersive and practical approach ensures employees learn effectively and successfully apply newfound skills in their roles.

Through PDS Leadership Academy, we provide various soft skills & functional trainings along with Business case studies (Harvard Business School) reviews to enable overall professional development of our people.

350+

Training programmes

20,000+

Training hours

Coaching for Senior Leadership

The program emphasises on offering personalised coaching for the senior leadership team members. The training is conducted in phases and the feedback from the team is collected to assess the impact of the program.

Code of Conduct Awareness Sessions

Awareness sessions are conducted for people managers on the Code of Conduct to familiarise them with the Company principles defining expected behaviours, ethical standards and organisational responsibilities. These sessions serve as a guiding framework for employee conduct and interactions.

POSH

We conduct POSH (Prevention of Sexual Harassment) training every year in PDS Limited in India. Led by an industry expert, two sessions were held for employees and managers during the year under review. At PDS, POSH is integral to our Code of Conduct and its significance is reaffirmed through the organisation of global sessions covering Code of Conduct Awareness and PDS Business Systems Induction.



Keeping our personnel engaged and motivated

With our global operations spanning multiple geographies, we prioritize ensuring that our people feel heard and connected through biannual townhalls. These townhalls facilitate engagement between leadership and employees worldwide, offering valuable insights into our Company's strategy and vision. Additionally, they feature Q&A sessions where employees' questions are addressed directly by senior leaders.

These gatherings are crucial for fostering employee engagement, promoting transparency, and aligning everyone with the Company's goals. They provide a comprehensive understanding of our strategic direction while also serving as a platform for employees to interact with senior leaders, share their insights, and voice their concerns, all of which are actively addressed.

High Trust, High Performance and Growth Mindset management approach

Our approach to performance management and appraisals centres on a "People First" philosophy, fostering meaningful dialogue that builds high trust between colleagues and managers, and within teams. This process is critical to our business, with our leaders taking ownership to ensure its smooth execution, linking rewards appropriately to individual and business vertical performance, and aligning employee contributions with organizational goals.

Our performance management process begins with goal setting at the start of each year, establishing clear expectations. This is followed

by continuous monitoring, feedback, and development planning to enhance employee performance and promote growth. Appraisals are conducted annually, supplemented by a mid-year review to assess progress towards goals. These evaluations provide a structured opportunity to recognize achievements, identify areas for improvement, and set future objectives.

To support this process, we conduct awareness and training sessions for managers and employees across all verticals, fostering a better understanding and enhancing overall workplace productivity. The entire process is managed online through our HRMS platform, Qandle, ensuring transparency and efficiency.



Thinking digital.

Thinking the next

Over the past decade, we have witnessed a rapid surge in digital advancements, bringing about a transformation across every industry. We have continued to take significant strides in our digital transformation journey by strengthening the platforms and fortifying our digital backbone.

We are deploying digital tools to drive operational efficiency while reducing expenses through IT consolidation. Additionally, we have implemented a comprehensive Information Security Management System (ISMS) to ensure data integrity and enhance business operations, creating a future-fit digital-driven enterprise.

Leveraging data analytics

We are in the process of shifting to an enterprise analytics platform for enhanced operational efficiency and informed decision-making. The adoption of digital tools, including Power BI, has helped provide key decision-makers with real-time data on their dashboards for easy access to essential parameters and performance measures.

Our approach to integrating analytics

Approach		Objective
Foundation	Data architecture design	Craft a scalable and robust data architecture
Integration	Bridging data sources	Seamlessly integrate varied data sources into a cohesive system
Visualisation	Power BI development	Create dynamic and user-friendly data visualisation
Assurance	Testing and validation	Guarantee the reliability and accuracy of data insights
Security	Ensuring safety and compliance	Uphold the highest standards of data security and regulatory compliance

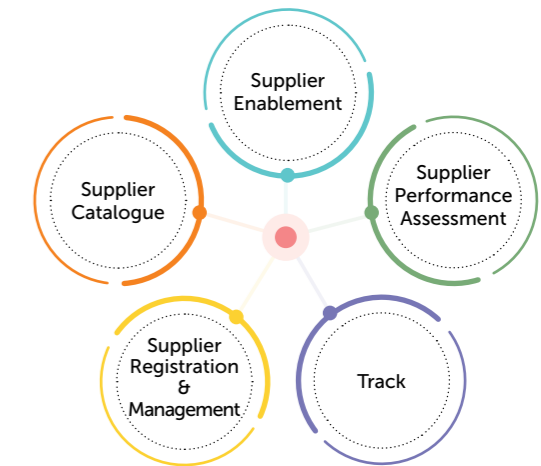
Taking supplier collaboration to the next level

We prioritise collaboration with our suppliers as they play a pivotal role in the realisation of our organisational goals. We have created a new platform that standardises the way we work with our suppliers. The cloud-based design of the platform provides our suppliers with easy access from any device or location; thereby ensuring effective and clear communication across the board.

Our approach towards supplier collaboration



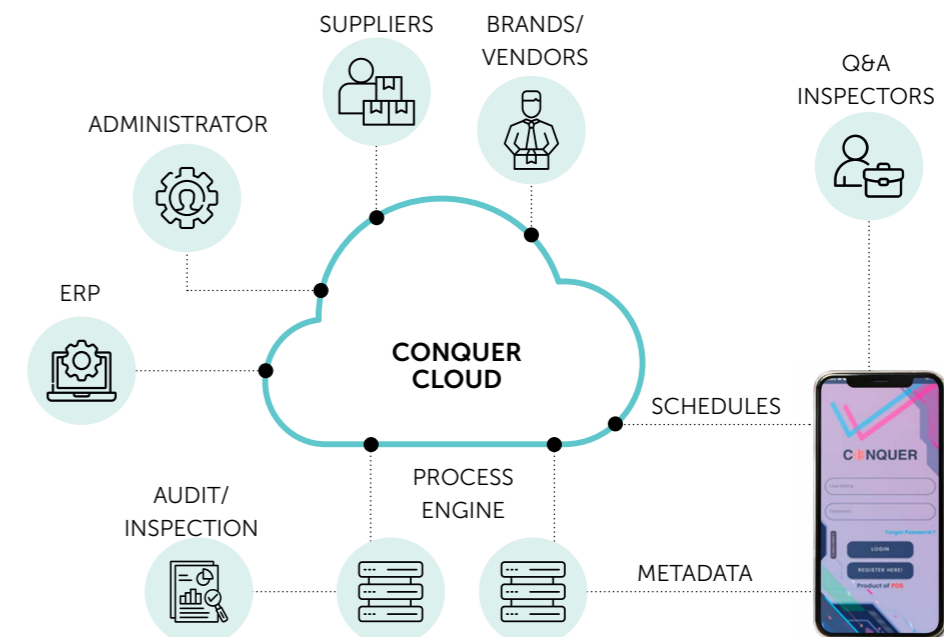
Our supplier collaboration platform enhances efficiency and ensures compliance by facilitating self-registration, onboarding and management of suppliers. The platform also helps incorporate ESG data for compliance. It streamlines the sourcing process through bidding and e-procurement, leading to optimal pricing and savings. With comprehensive vendor payment tracking and management, the platform substantially improves business performance.



PDS CONQUER

PDS Conquer streamlines our in-house compliance and quality control processes by transitioning them to mobile devices. The innovative tool enables us to effortlessly conduct quality audits at remote locations, ensuring efficiency and accuracy.

About Conquer Framework



Efficiently managing Risks

Risks are inherent in any business, and our commitment to maintaining a robust risk management system is the foundation of our sustained growth, even in challenging times. We diligently monitor market trends and potential threats to ensure our business remains resilient and forward-moving, allowing us to focus on creating the next trends in fashion.

Our risk management framework focuses on



6C's + I (INVENTORY)

Credit

- Credit insurance
- Pre-onboarding review of customers and suppliers
- Rigorous monitoring of receivables and payables

Cost

- Review OPEX continuously while managing costs
- Global practices driven by financial controllers, who support the platform in reducing costs and increasing savings

Customer Dependency

- No single customer dependency
- Top 20 customers contributing to <75% of revenue



Inventory

- Primarily on a pre-sold basis

Compliance

- PDS Code of Conduct
- Zero Tolerance towards Violation (ZTV) Policy
- Customer compliance requirements

Currency

- Business largely dollar denominated
- Immediate forex cover for other currencies

Compliant Capacity

- Own factories and vendor facilities are subject to reviews and audits, we operate with only compliant facilities

Risk	Mitigation Strategies
Macro Economic Risks <ul style="list-style-type: none"> • Economic downturn (recession, weak demand) • Change in trade policies • Geopolitical issues affecting free trade 	<ul style="list-style-type: none"> • Bi monthly review of budgets and forecasts • Executive board/senior leadership meeting conducted atleast once every quarter • Additional hedge strategies implemented where no natural hedge is present
Procurement Risks <ul style="list-style-type: none"> • Supplier Failure • Quality Failure • Supply Chain disruptions 	<ul style="list-style-type: none"> • Centralised procurement policy to develop fabric/accessory vendors • Established a centralised procurement hub, enabling cost efficiency through economies of scale • Collaborative relationship with vendors • Supplier code of conduct that guides onboarding of suppliers, quality checks, reputation check, and more • Network of 600+ factories
Data Security & Privacy Risk <ul style="list-style-type: none"> • Cyber attacks • Data breaches • Data collection & use 	<ul style="list-style-type: none"> • Information Technology Policy aligned to best practises in the industry • ISMS policies and ISO 27001 • Cyber insurance in availed
Sucession Planning <ul style="list-style-type: none"> • Leadership void • Knowledge loss • Strategic continuity 	<ul style="list-style-type: none"> • Identifyng and nurturing potential successors • Training programs for the overall team development from reputed organisations like - IVY/Harvard University programmes • Structured induction programmes and learning on the job
Market Risk <ul style="list-style-type: none"> • Concentration in a particular market • Dependency on select banks to provide working capital lines 	<ul style="list-style-type: none"> • Diversified business startegy • Efforts in place to expand manufacturing foot print in India, moving concentration in Bangladesh • Company has a strategy in place and has made significant progress in expanding their geography to the US and gradually diversifying to other regions • Diversifying banking by negotiating facilities with multiple banks/ factors
Credit Risk <ul style="list-style-type: none"> • Risk of default / non payment 	<ul style="list-style-type: none"> • Customer Credit risk insurance • Stringent checks on credibility during the customer onboarding process • Enhanced process for factoring of receivables (Non Recourse) enabling timely cash flows
Emerging Compliances <ul style="list-style-type: none"> • ESG • Sustainability • Circularity 	<ul style="list-style-type: none"> • ESG, Sustainability Policy in place & Management initiatives aligned • Circularity introduced as an integral part of our business model
Inventory <ul style="list-style-type: none"> • Obsolescence • Shrinkage • Holding costs 	<ul style="list-style-type: none"> • Business based largely on FOB basis, inventory if any is majorly on presold basis

Enforcing a Robust compliance Framework

We prioritise a robust compliance framework that addresses laws, regulations and industry standards. This demonstrates our dedication to ethical, transparent and responsible business practices. This framework includes labour rights, environmental impact and product safety, ensuring a sustainable supply chain through shared values and adherence to our Codes of Conduct and Compliance.

Key pillars



Customer Engagement and Collaboration



Robust Internal Processes and Systems



Vendor Development



Risk Management



Financial Discipline

Our Compliance Capabilities

01 CSR responsibility is an executive topic
The compliance team reports to the Board of Directors to ensure independence from operational business

02 Strong technical leadership
With complete support from the board

03 Managing risk
Vast experience in risk identification, risk management, compliance training and establishing audit protocols

04 Auditors at the spot
Well spread-out team of auditors strategically in key sourcing countries like Bangladesh, India, Sri Lanka and China

05 Excellent knowledge of all international standards
Excellent capability to meet customers requirements as well as third party certifications like WRAP, BSCI, SEDEX, ICS, SLCP, Higg Index, ZDHC, SA 8000, ISO 14001:2015

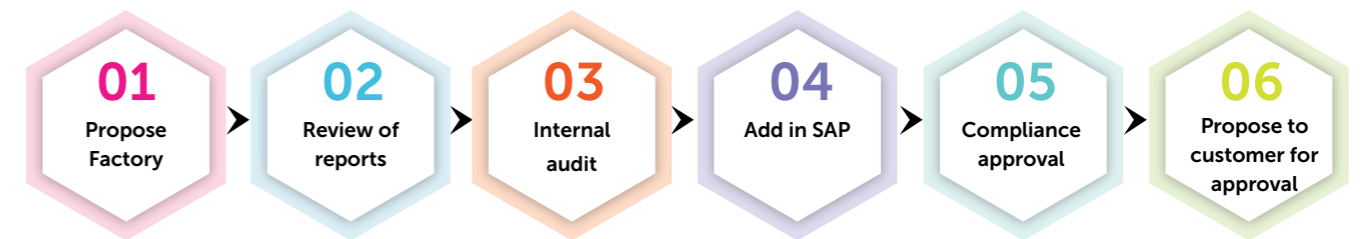
Supplier Code of Conduct

Our Supplier Code of Conduct reflects the high standards we uphold, drawing from customer values, the UN Declaration of Human Rights and key International Labour Organisation (ILO) conventions. We integrate NGO perspectives and set clear expectations where customer sourcing policies are undefined, maintaining a zero-tolerance against violations.



New factory onboarding process

To ensure compliance with regulations and customer requirements, our new factory onboarding process incorporates six steps, including third-party and internal audits, along with securing customer approval.



Our Audit Programs

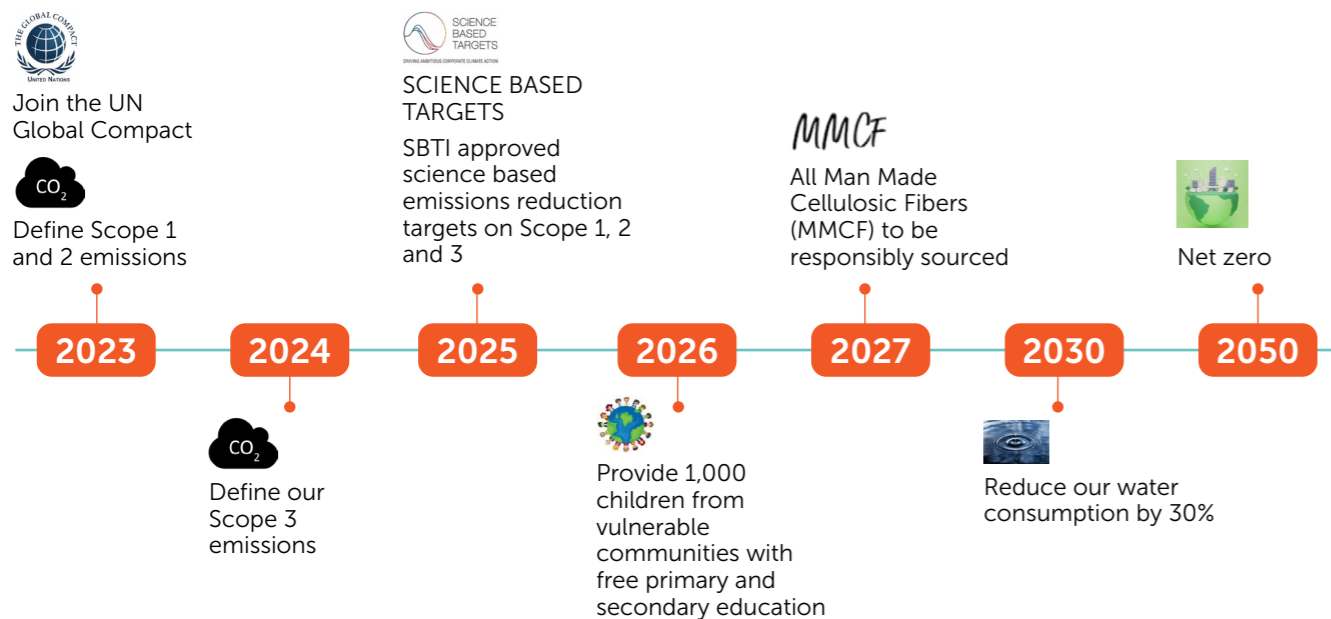


Being responsible stewards of the Environment

We recognise the environmental impact of the fashion industry and are dedicated to minimising our ecological footprint. Our comprehensive sustainability strategy focuses on reducing waste, conserving energy and integrating eco-conscious practices into all aspects of our supply chain. By adopting renewable energy, curbing emissions and supporting conservation efforts, we aim to contribute to a circular economy and a climate-positive fashion industry.



PDS Targets



Environmental Impact Monitoring & Reporting



COMMITMENT TO CARBONISATION TARGET:
To limit global warming to well-below 2°C above pre-industrial levels and pursue efforts to limit warming to 1.5°C

Project Afbrica - Upcycle Labs in collaboration with the World Economic Forum

The problem

Within each bale of second-hand clothing received by Kantamanto Market in Ghana, around 40% of the items are classified as waste. This results in the disposal of 100 tonnes of unsellable clothes every day.

The solution

Upcycle Labs' have partnered with the World Economic Forum, Ghanaian President's Office and the largest local waste companies in the region to build an upcycling plant which will enable Ghanaians to upcycle fashion waste into bricks and home décor products.

This not only solves the issue of waste removal but also shall create new jobs, boost local economy, exports and build a circular hub.



Corporate Social

Responsibility

We believe in going beyond the set definition of 'Corporate Social Responsibility' and making dedicated efforts towards community development. We ensure our business values align with the Sustainable Development Goals (SDGs), facilitating a meaningful difference in people's lives. Aligned with our commitment to being a socially responsible business, we strive to develop replicable and scalable models that maximise social value and impact.

PDS ONE

PDS One represents the collaborative efforts by our CSR arm to address pressing societal and environmental issues. With the vision to create a world where education is accessible, women are empowered, communities are uplifted and a sustainable environment is fostered, PDS ONE strives to enhance the quality of life in diverse communities. PDS ONE believes that global action leads to powerful local impact. The initiative unites the PDS global community under the ethos of societal welfare and leverages its power to accelerate community enrichment.



Focus areas, initiatives and impacts

Focus Area	PDS ONE Circles	Initiatives	Degree of Impact
Generational & Holistic Education	PDS ONE Champions Circle	Replicated the SOHAM model in other government schools	●
		Training for school teachers	●
		After-school vocational training for adults	●
		PDS ONE higher education scholarships for exceptional students	●
		PDS ONE higher education scholarships for adults and seniors	●
Community & Environment	PDS ONE Community	Empowered women's self-help groups to repurpose waste for livelihood protection	●
		Provided solar power to local schools, public offices and homes	●
		Menstrual education and birth control awareness programs in schools	●
		Supplied clean water to communities through filtration and RO plant or clean water taps	●
		Celebrated special days like World Health Day and International Women's Day to spread awareness	●
Diversity & Women's Empowerment	PDS ONE Women's circle	Organised adult literacy programs for women	●
		Launched 1,000-day program to support maternity journeys using health checkups and nutritional supplements	●
		Collaborated with SmartWorks to design a capsule collection to empower gender-based violence victims	●

● High ● Moderate



SOHAM for kids

Established in 2010 by Mrs. Faiza Seth, the SOHAM for Kids Education Society is a non-denominational charity school for underprivileged and orphan children in Mallapur village, Hyderabad, India. The school aims to break the vicious cycle of poverty through holistic support encompassing quality healthcare, nutrition and education. The foundation covers all expenses, including medical checkups, food, study essentials, school fees and more. At SOHAM schools, the teachers are dedicated to making education positively engaging for the students. The curriculum is well integrated with events, workshops, training and celebrations to minimise the monotony of textual learning.



211
Students
Across Nine Grades

SOHAM for All Centre of HOPE

Sponsored by Design Arc, a PDS vertical, along with Matalan, runs the SOHAM for All Centre of HOPE. The institution operates in Savar, Dhaka and comprises the SOHAM School and Vocational Training Centre (VTC). The foundation believes in the power of education and therefore focuses emphasises on the development of children and families of factory workers. Approximately 150 students receive amenities such as free mid-day meals, uniforms, stationary, vaccinations and health checkups, along with extracurricular activities, promoting inclusive education and holistic development each year. The VTC trains approximately 240 students in industrial sewing, computer basics and English. The quality of education is maintained through follow-up sessions, job placement assistance and on-site visits conducted at the SOHAM for All Centre of HOPE.



Achievements till date

64%
Women beneficiaries

1,667
Beneficiaries of Vocational training programmes

1,41,470
Mid-day meals served

494
students
Blood grouping done

159
students
HBsAg tests done till date

100
families
Received blankets for winter

228
trainees
Secured employment after vocational trainings

500
students
Received sweaters during winter

Effective Corporate Governance

At PDS, we adhere to a robust governance framework and well-defined policies. This ensures that we not only operate efficiently but also uphold the values of transparency, integrity and accountability.

Additionally, we comply with all relevant legal regulations and global best practices. Our governance practices consider the social and environmental impact of our operations in the regions where we operate. This approach has enabled us to ascertain the successful execution of our strategies, compliance and risk management while also safeguarding the best interests of all our stakeholders.

Our philosophy

As an organisation rooted in its core values of integrity, accountability and responsible business conduct, we prioritise the enforcement of detailed internal governance standards to encourage ethical behaviour, individual responsibility and transparency in disclosures.



Key policies

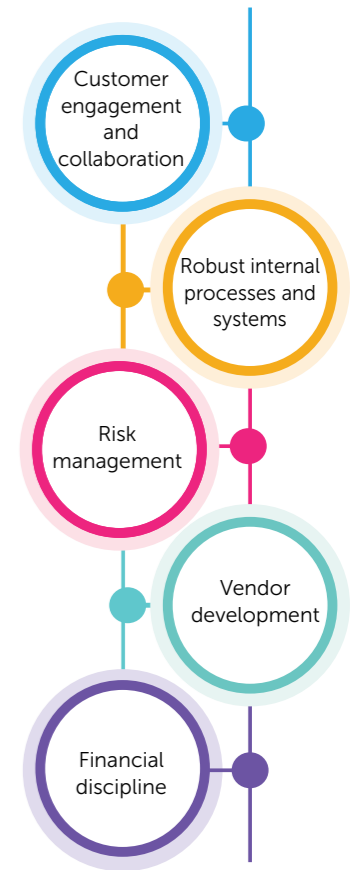
Our governance policies are frequently reviewed and monitored by the designated board committees to ensure an ethical and fair working environment.

Policies	Monitoring and reporting
Biodiversity Policy	PDS Sustainability Board
Policy on Board Diversity	Nomination and Remuneration Committee
Employee Code of Conduct	Audit Committee
Environmental Policy	PDS Sustainability Board
Occupational Health and Safety Policy	PDS Board
Stakeholder Engagement Policy	Stakeholders Relationship Committee
Vigil Mechanism Policy	Audit Committee
Human Rights Policy	HR Committee
Sustainable Supply Chain and Responsible Sourcing Policy	ESG Committee
Sustainable Packaging Policy	PDS Sustainability Board

Cultivating a culture of compliance

Our governance policies serve as the backbone of our corporate governance framework. This framework encourages not only our team members but also our business partners to follow ethical business practices. The policies are designed in such a way that everyone adheres to all health and safety standards, ethical compliances and environmental regulations to have a sound operating environment. We maintain a zero-tolerance stance towards unethical practices and non-compliance. Our compliance policies are designed after careful consideration of regulations prescribed by governing bodies and the key compliance pillars mentioned here to ensure an efficient operating environment.

We nurture a culture of compliance not only within our organisation but also across the entire fashion value chain. To raise awareness about evolving rules and regulations, we engage our team members, vendors, suppliers and other business partners in trainings and workshops.



Code of Conduct

We have a robust Code of Conduct that emphasises the core values of trust, integrity, accountability, transparency and collaboration. This Code of Conduct outlines our Company's rules, regulations and expectations for our personnel, suppliers, senior management and board members. Our regulations are strictly enforced and a zero-tolerance policy is mandated to prohibit any violations of the Code of Conduct.

Supplier Code of Conduct

We have established a set of guidelines for all individuals and businesses that work for the PDS Group, including all our subsidiaries, affiliates and joint ventures. These policies are subject to Zero Tolerance towards Violation (ZTV) and are aimed at protecting human rights and upholding responsible business

conduct. Any violations of the policies that fall under ZTV lead to the termination of the contract with PDS, effective immediately.

Whistleblowing and Ethics Hotline

Our Whistleblower Policy provides all our team members with an easy and safe medium to report cases of

unethical conduct in the organisation. The Ethics Hotline keeps the identity of the whistleblower confidential and prevents any form of retaliation. A complaint can be registered through the Ethics Hotline available on the Company website or by sending an email to the Audit Committee Chairman. This mechanism helps us take prompt action and prevent malpractices in our workspace.



Board of Directors



Dr. Deepak Kumar Seth
Non-Executive & Non-Independent Director
M M M M

Pallak Seth
Executive Director
M M

Payel Seth
Non-Executive and Non-Independent Director

Nishant Parikh
Independent Director
C M C

Parth Gandhi
Non-Executive & Non-Independent Director
C M M



Yael Gairola
Non-Executive & Non-Independent Director

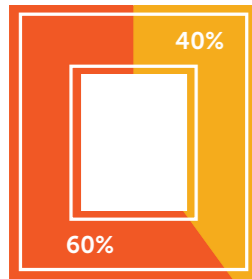
Robert Sinclair
Independent Director
C M

BG Srinivas
Independent Director

Sandra Campos
Independent Director

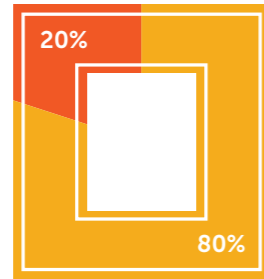
Mungo Park
Independent Director
M C

BOARD EXPERIENCE* (%)



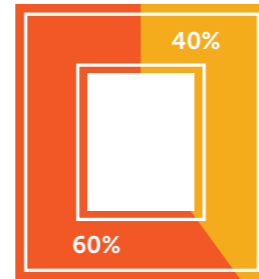
● 0-25 YEARS
● >25 YEARS

BOARD AGE PROFILE (%)



● 0-50 YEARS
● >50 YEARS

BOARD DIVERSITY (%)



● Male
● Female

Advisory Board



FAIZA SETH



PROF. TARUN KHANNA



HAROLD TILMAN CBE
PDS Brand Ambassador

COMMITTEE DETAILS

C Chairperson | M Member

● Audit Committee ● Stakeholders' Relationship Committee ● Nomination and Remuneration Committee
● Risk Management Committee ● Corporate Social Responsibility Committee

Leadership Team



SANJAY JAIN
Group Chief Executive Officer



RAHUL AHUJA
Group Chief Financial Officer



REENAH JOSEPH
Deputy Group Chief Financial Officer



ABHISHEKH KANOI
Head of Legal & Company Secretary



SAGAR BALLARI
Executive Director
New Business



ANKUR AGARWAL
Investment Head
PDS Ventures



RAAMANN AHUJA
Group Chief Human Resource Officer



PAUL WRIGHT
Group ESG Director



SAURABH SAXENA
Group Chief Information Officer



KANHAI TRIVEDI
Executive Director
General Procurement



NIHAR DAS
Vice President
Procurement (Fabrics)



AJAY THAKKAR
Group General Counsel



SHAHED MAHMUD
Country Director – Bangladesh



SURESH PUNJABI
Executive Director - Internal Audit,
Assurance & Risk Management



Ⓒ Chairperson | Ⓜ Member

● Audit Committee | ● Stakeholders' Relationship Committee | ● Nomination and Remuneration Committee | ● Risk Management Committee
● Corporate Social Responsibility Committee

Management Discussion and Analysis

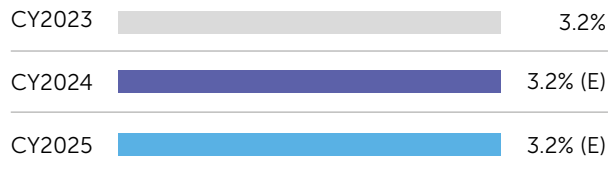
Economic overview

Global economic overview¹

The global economy demonstrated resilience in CY2023 with a growth rate of 3.2%, which is expected to maintain its course into CY2024 and CY2025. This steady trajectory is underpinned by balanced risks to growth, amidst a backdrop of declining inflation and consistent economic expansion. The economic rebound has shown remarkable resilience, despite challenges such as Russia’s invasion of Ukraine and the widespread cost-of-living crisis. Inflation rates have decreased more rapidly than anticipated from their peak in CY2022, mitigating the anticipated negative impacts on employment and economic activity. This decline in inflation is attributed to favourable supply-side dynamics and the monetary tightening policies implemented by central banks.

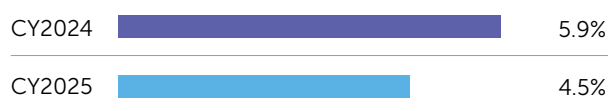
Prolonged geopolitical conflicts and supply chain disruptions in shipping routes, for instance in the Red Sea have delayed global trade and affected economies worldwide. However, countries acting as major manufacturing hubs, such as Bangladesh are expected to witness an upswing in economic activity due to strong demand and increasing exports.

Global GDP growth rate (%)



Moreover, the likelihood of a severe economic downturn has been decreasing. Consumer price indices are improving, with inflation easing and consumer confidence improving in the advanced economies.

Global headline inflation forecast (%)



Outlook

With inflation gradually receding and central banks implementing fiscal policies and undertaking structural reforms to promote sustainable growth, the global economic outlook remains optimistic. The likelihood for interest rate reductions is expected to encourage economic activity.

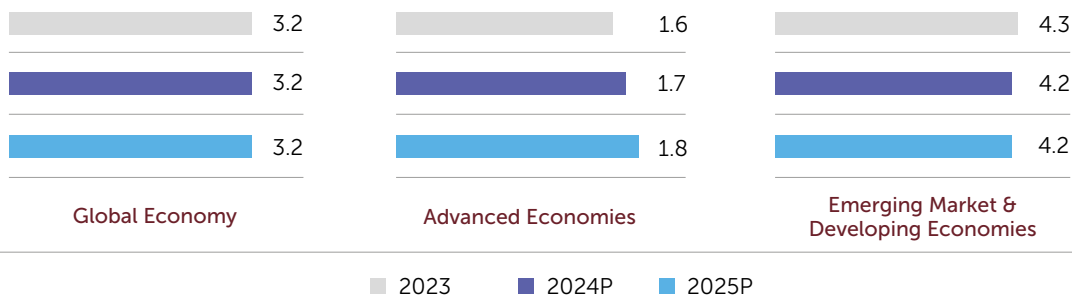
Economic upswings and increasing domestic demand are propelling the growth of economies in Europe and Asia. On the other hand, modest economic growth is projected for advanced economies, such as the United Kingdom. With governments in major economies withdrawing fiscal policy support more slowly than necessary, higher-than-projected global growth is anticipated in the near term.

Growth projections by region

WORLD ECONOMIC OUTLOOK APRIL 2024

GROWTH PROJECTIONS

(REAL GDP GROWTH, PERCENT CHANGE)



1. IMF World Economic Outlook, April 2024




Indian economy

Global headwinds notwithstanding, the Indian economy continues to exhibit promising indicators, with the country's real Gross Domestic Product (GDP) which grew by 8.2% in FY2024.² Growing domestic consumption and the Government's continued focus on capital expenditure remain the key drivers fuelling this growth. The domestic economy is bolstered by increased public sector investment and a resilient financial sector. Additionally, declining inflation and greater credit demand underpin the inherent optimism in the economy.

The Remission of Duties and Taxes on Exported Products (RoDTEP) Scheme is yet another cornerstone initiative implemented by the Government of India which aims to strengthen the country's export sector. The current financial year witnessed a substantial budget allocation of ₹15,070crs for the RoDTEP scheme, with a 10% increase slated for FY2024-25.³ This is expected to boost exports and enhance India's global competitiveness.

During the first half of FY2024, the industrial and services sectors substantially contributed to the growth on the supply side. Notably, the manufacturing sector grew faster than the services sector. Moreover, the Reserve Bank of India's (RBI) proactive monetary policy actions and strong commitment to price stability boded well for economic growth.

India GDP growth rate (%)

FY2022		9.7%
FY2023		7.0%
FY2024		8.2%

Key schemes and programmes

The Ministry of Textiles has undertaken several initiatives to strengthen India's textile industry and position it as a key player in the global market.

Bharat Tex 2024⁴

Bharat Tex 2024 was India's largest-ever global textile mega event. It showcased India's commitment to sustainability, innovation and circularity. It had a retail high street, to demonstrate the prospects for the fashion retail business in India.

With strong participation from over 3,000 buyers from 111 countries, Bharat Tex 2024 is proposed to become an annual affair. The event covered the entire value chain with a

cohesive farm-to-fashion theme. The launch of initiatives like Kasturi Cotton and the signing of over 50 Memorandum of Understanding (MoUs), at the event augmented India's position as a sustainable sourcing hub for global fashion brands.

110+

Countries participated

3,000+

Overseas buyers

Kasturi Cotton Bharat programme

Kasturi Cotton Bharat is an initiative led by the Government of India, in collaboration with textile trade bodies and industry stakeholders, to create premium value for cotton grown in India. The Ministry of Textiles is operating this initiative in a mission-oriented approach, allocating budgetary support in alignment with ₹15crs contribution from Trade and Industry Bodies.

This initiative aims to brand, trace and certify Indian cotton under benchmarked specifications, enabling India to outperform its peers in the global market. Through partnerships with entities like the Cotton Corporation of India (CCI) and the Cotton Textiles Export Promotion Council (TEXPROCIL), Kasturi Cotton Bharat seeks to promote Indian cotton's rich heritage, quality standards and commitment to best practices, positioning it strategically on the global stage for its unique qualities and cultural significance.

PM-Mega Integrated Textiles and Apparel Park (PM MITRA)⁵

The PM Mega Integrated Textile Regions and Apparel (PM MITRA) Parks will facilitate the development of a large-scale, contemporary and integrated textile value chain at one location, enhancing the stature of India's textile industry globally. This would also help in attracting large investments, including FDI. Seven PM MITRA Parks have been established by the Indian government for the textile sector. Each park is expected to generate 2,00,000 direct jobs and 2,00,000 indirect jobs upon completion. Additionally, an estimated ₹10,000crs will be invested in each PM MITRA park.

Financial support for Greenfield projects up to ₹800crs and Brownfield projects up to ₹500crs for each park would be offered by the Ministry of Textiles. In terms of the government's objective of making India a major hub for textile exports and manufacturing, this is a significant step forward. These parks will streamline textile production by integrating the entire value chain under one roof, potentially reducing the industry's carbon footprint.

² RBI Bulletin May,2024 ³ PIB Press Release ⁴ Bharat Tex 2024 ⁵ Ministry of Textiles

SAMARTH⁶

The Ministry of Textiles is implementing Samarth, a Scheme for Capacity Building in the Textile Sector (SCBTS), with the objective-

- i. To provide demand driven, placement oriented National Skills Qualifications Framework (NSQF) compliant skilling programmes to incentivise and supplement the efforts of the industry in creating jobs in the organized textile and related sectors, covering the entire value chain of textile, excluding Spinning and Weaving.
- ii. To promote skilling and skill upgradation in the traditional sectors of handlooms, handicrafts, sericulture and jute.
- iii. To enable provision of sustainable livelihood either by wage or self-employment to all sections of the society across the country.

The Scheme aims to train 1 million people (0.9 million in organised & 0.1 million in traditional sector)

Production Linked Incentive (PLI) Scheme

The PLI Scheme encourages the production of technical textiles and apparel made from manmade fibres (MMF) in India. The scheme aims to expand the textile industry’s size and scope, increase its competitiveness abroad and spur employment opportunities for the citizens. Launched in September 2021, the ₹10,683 crs PLI scheme for the textiles sector is expected to lead to a cumulative turnover of over ₹3 lakhs crs. The gestation period for textiles PLI ended in March 2024. The fiscal year 2024-25 will be the first performance year wherein evaluation will be done.⁷

Industry overview

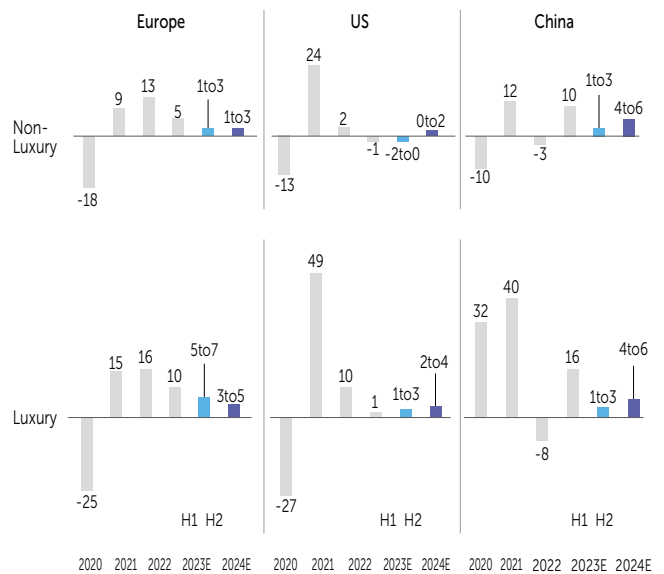
Global fashion industry

The global fashion industry is expected to witness growth of 2%-4% in 2024, with variations at regional and country levels. Weakening consumer confidence and dwindling household savings are likely to curb spending, weighing on demand for apparel and prompting consumers to opt for more affordable options across various categories. Global macroeconomic disruptions have significantly impacted the fashion industry’s supply chain. These disruptions such as economic downturns, geopolitical events have led to production delays and logistical challenges. As a result, fashion companies are increasingly focusing on supply chain diversification and risk management strategies to mitigate these risks and ensure business continuity.

Despite these challenges, certain geographic regions stand out as potential growth markets. Emerging Asia, particularly India, exhibits promising growth prospects due to increased investment activity, burgeoning domestic demand, infrastructural development and support from the government.

The outlook for the fashion industry remains optimistic amidst fluctuations in the economy. Innovative marketing methods, customer-centric approaches and multichannel optimisation will encourage long-term growth of the brands. Notwithstanding the present global challenges, the industry’s perseverance and commitment to constructive development present a future brimming with opportunities.⁸

Slower but normalised growth is anticipated across regions in 2024
Retail sales year-on-year growth by region and segment, %



Note: Growth forecasts reflective of inflation, growth rates calculated on actuals expressed in local currencies

Global apparel market

In recent years, the global apparel market has witnessed substantial expansion. Further, it is expected to grow at a compound annual growth rate (CAGR) of 7.2%, totalling \$656 billion in CY2024, up from \$655.7 billion in CY2023. Strong economic growth in emerging nations, a surge in foreign direct investments, greater demand for synthetic fibres and technological advancements are all catalysts to this growth.⁹

The global textiles and apparel trade is projected to reach \$1,284 billion in CY2028, up from \$942 billion in CY2022, clocking a growth rate (CAGR) of 5.5%. Emerging economies, including Vietnam and Bangladesh, are projected to record robust CAGRs of 4.2% and 7.7% from CY2023 to CY2028, respectively, reflecting their increasing significance in the global apparel market.

Customers today increasingly use online platforms to purchase apparel and fashion items, leading to a spike in online apparel sales. The rapid proliferation of e-commerce is also expected to enable the future expansion of the apparel manufacturing market.

6. Ministry of Textiles 7. Hindustan Times Article 8. McKinsey State of Fashion Report 2024 9. The Business Research Company Report November, 2023

The increasing popularity of social media and the rising demand for performance and sportswear are yet another growth driver for the apparel market. Leveraging technology to create a reliable supply chain and deploying artificial intelligence (AI) to forecast trends in colours, styles and patterns are two of the key trends expected to continue in the years ahead.

The global ready-made garment industry is propelled by the fashion and clothing sectors. By 2030, the ready-made market in Europe is expected to rank second globally, while North America is expected to register the fastest growth rate in this sector. The ready-made garment market offers a plethora of options due to the growing popularity of fast fashion and consumer demand for unique and customised apparel.

Global apparel sourcing

Global apparel sourcing refers to the process of procuring materials, components and finished garments from suppliers located around the world. It involves identifying and selecting the most suitable vendors, negotiating terms, managing

logistics and ensuring compliance with relevant regulations and standards.

One of the primary advantages of global sourcing is its ability to leverage lower labour costs and production expenses in developing countries.

Certain countries have developed specialised expertise in apparel manufacturing, attracting global brands to source from these locations. For instance, Bangladesh has a large pool of skilled garment workers, which makes it an attractive sourcing destination.

Global sourcing enables brands to shift their focus and efforts towards crafting new collections and enhancing their brand image instead of overseeing manufacturing. By entrusting proficient sourcing service providers with the intricacies of production, brands can thrive in designing fashionable clothing and accessories.

Top sourcing destinations¹⁰



India

\$34.2 bn

Apparel Exported value in CY2023

- India offers a mix of traditional craftsmanship and modern manufacturing for apparel



Bangladesh

\$43.8 bn

Apparel Exported value in CY2023

- The second-largest apparel exporter globally
- Competitive pricing and improving compliance standards make it a major sourcing hub, especially for fast fashion



Turkey

\$12.6 bn

Apparel Exported value¹¹ in CY2023

- Known for producing high-quality fabrics and garments by blending traditional techniques with modern technology



Vietnam

\$81.6 bn

Apparel Exported value in CY2023

- Emerged as one of the most attractive sourcing locations according to surveys by the WTO and ranked highly across factors like price, efficiency and sustainability

Trends in the apparel market

The rise of nearshoring and friendshoring

Apparel manufacturing market is observing a resurgence in nearshoring and friendshoring strategies. Companies relocating production units closer to consumer markets or back to their home countries are reducing lead times, transportation costs and enhancing supply chain transparency. Also, the emerging trade practices in countries which are political and economic allies to reduce geopolitical risks is also gaining importance. These trends emphasise flexibility and adaptability in modern manufacturing, fuelling growth in the apparel market.

Transparent supply chains and traceability

The increasing demand for adopting ethical practices to ensure sustainability has encouraged businesses to embrace transparent supply chains and traceability. Technologies like blockchain and traceability systems provide end-to-end visibility, ensuring ethical sourcing and responsible production practices and help in building consumer trust. Blockchain

offers immutable records while traceability systems track raw materials and products, offering transparency to the consumers.

Shortened lead time

Shortened lead times have emerged as a prominent trend in the apparel industry, reflecting a shift towards faster and more responsive supply chains. This trend is largely driven by the 'see now, buy now' mentality among consumers, who seek immediate gratification and want to wear the latest styles. As a result, apparel companies are prioritising fast fashion and 'just-in-time' manufacturing to accelerate their product development cycles and ensure timely delivery to market.

Data-driven decision-making

Apparel companies are increasingly integrating technology into their operations and using data analytics for informed decision-making; thereby achieving improved efficiency and data-driven consumer insights. Analysing consumer data is helping forecast demand and manage inventory while also enabling real-time tracking of products in transit.

¹⁰ [The Hindu Businessline Article](#) ¹¹ [Textilegence Article](#)

Automation and robotics

Automation and robotics are now revolutionising the apparel industry to assemble, pack and ship orders at production, distribution and warehousing facilities. It can increase production efficiency, reduce the incidence of errors and reduce the overall costs of production.

Supplier consolidation

The apparel industry is witnessing a major trend towards supplier consolidation, where brands are reducing their supplier base and focusing on building deeper strategic partnerships with a few key suppliers. This shift is driven by several factors such as the desire for greater control, speed and flexibility in the supply chain. Also, the pursuit of cost efficiencies through economies of scale and reduced complexity and supply chain risk mitigation will help in having a more concentrated supplier network.

By consolidating volumes with fewer but larger suppliers apparel companies aim to foster stronger collaborations, enable demand-driven models, improve quality control and visibility and drive faster response times to market demands and trends.

Growth enablers¹²

Higher demand for man-made fibres

An increasing preference for synthetic blend fabrics and man-made fibres is being observed among consumers. This is primarily because artificial fibres are produced from materials derived from crude oil and are almost 30-40% cheaper than cotton. Owing to their ability to fill the gap in cotton supply and demand and their impressive versatility, synthetic fibres now account for over 70% of blended textiles.

Growth of emerging markets

Owing to robust economic growth in developing nations, consumers in countries, including India, Brazil, Indonesia, Mexico and others are observing a gain in purchasing power. An increased demand for various goods and services, especially apparel and accessories, has contributed to the growth of the market in these countries.

The inclination of brands towards outsourcing

The number of fashion brands embracing outsourcing is increasing. This is because outsourcing to diverse regions with competitive production costs and efficient practices enables brands to maintain cost-effectiveness. It helps mitigate risks while providing easy access to new production capabilities and resources. Outsourcing to agile partners also empowers brands to swiftly adapt to evolving trends and consumer preferences, thereby reducing inventory surplus and waste. By outsourcing, brands can compete by delivering comparable value propositions without compromising quality or brand identity. As more brands continue to shift towards outsourcing, this trend is set to contribute to substantial growth of the industry.

Greater preference for customised clothes

Consumers prefer clothes that reflect their unique personalities. This presents a lucrative opportunity for industry players to develop their business to satiate the growing demand for customised fashion products. In the competitive fashion industry, businesses that understand consumer preferences and customise their goods and services accordingly are poised to grow.

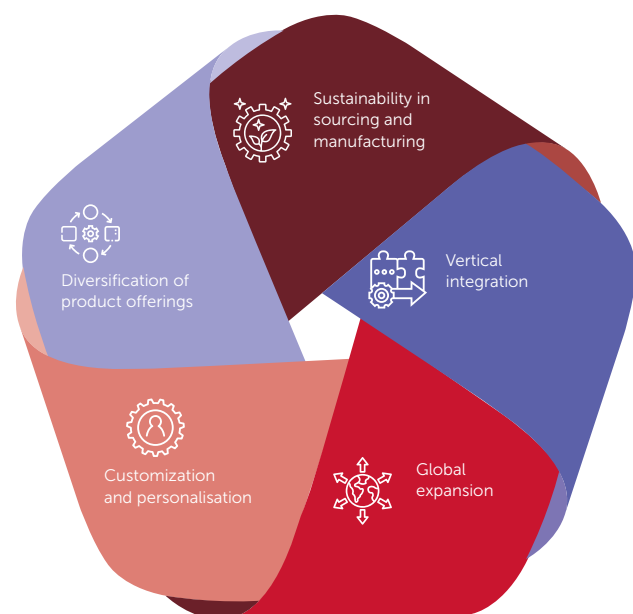
Preference for sustainable clothing

Brands that employ innovative designs and environment-friendly practices tend to attract eco-conscious consumers. By employing cutting-edge marketing strategies and strong influencer alliances, companies may foster long-lasting brand loyalty and deep connections with their target customers. Projects such as circular fashion initiatives, transparent supplier chains and carbon neutrality pledges offer compelling stories that build customer confidence in brands and position them as industry leaders, igniting positive change in the fashion industry.

Adopting automation

In an environment where maximising margins is crucial, investing in automation tools for manufacturing can yield substantial benefits. By integrating automation into the supply chain, companies can save costs through reduced labour expenses while simultaneously improving efficiency, precision and productivity across various stages of the production process. This strategic adoption of technology not only optimises operations but also augments the position of fashion businesses in a dynamic and evolving market landscape. Leveraging automation will ensure agility and resilience in the face of industry challenges.

Opportunities



12. McKinsey State of Fashion Report

Sustainability in sourcing and manufacturing

With the rising consumer demand for sustainable fashion, there is a significant opportunity for companies to prioritise sustainability throughout their supply chains. This involves sourcing materials from eco-friendly suppliers, adopting sustainable manufacturing practices, such as energy-efficient processes and waste reduction, and ensuring ethical labour standards in production facilities. These practices will enable companies to meet consumer expectations while contributing positively to environmental and social concerns.

Vertical integration

Vertical integration enables sourcing and manufacturing companies to control multiple stages of the production process. This method presents a lucrative opportunity for companies to improve efficiency, quality control and cost-effectiveness. The companies can explore opportunities to vertically integrate their operations by expanding into fabric production, garment manufacturing or retail distribution, allowing them to capture more value within the supply chain.

Global expansion

The growth of e-commerce and the increasing demand for fashion in emerging markets have facilitated fashion manufacturing companies to expand their global presence. Entering new markets, establishing partnerships with local retailers and distributors or leveraging digital platforms will aid companies to reach international consumers directly.

Diversification of product offerings

Diversifying product portfolio beyond traditional clothing and accessories can enable sourcing and manufacturing companies to expand their market reach and cater to evolving consumer demands.

Challenges

Persisting uncertainty in the global industry

Amid conflicts in Europe and the Middle East, geopolitics remains the major concern for fashion industry players, followed by economic volatility and inflation. Consumer confidence is anticipated to be adversely impacted by new and ongoing financial challenges and geopolitical conflicts. Fashion markets in the US, Europe and China are facing a variety of difficulties that require suppliers, brands and retailers to devise robust backup plans and take prompt action to overcome these challenges.

The dominance of fast fashion

Fast fashion places a premium on economy and speed and often sacrifices ethical labour practices and environmental sustainability. This, in turn, raises ethical and environmental concerns, leading to waste generation and worker exploitation in developing nations.

Navigating sustainability regulations

It is necessary to adhere to the new sustainability rules. These guidelines, however, can pose challenges for the fashion industry, especially for manufacturers seeking to revamp their business models. It is essential for companies to proactively address these changes to stay ahead of the competition and meet the growing demand for sustainable fashion.

Volatile interest rates¹³

Interest rate fluctuations impact both the cost of borrowing and the financing associated with inventory control. These variations could continue to affect foreign trade dynamics and currency exchange rates, thereby hindering investment plans globally.

Trends in the interest rates of major economies

	US Federal Reserve		UK Bank of England	
	CY2023	CY2024P	CY2023	CY2024P
Q1	4.6%	5.4%	4.3%	6.0%
Q2	5.0%	5.4%	5.1%	5.9%
Q3	5.3%	5.3%	5.6%	5.7%
Q4	5.4%	5.0%	5.9%	5.5%

Business overview

PDS is a global fashion infrastructure Company, that serves as a sourcing, manufacturing and fashion value chain platform for leading brands and retailers worldwide. Over the years, the Company has established a worldwide presence in over 90+ offices in 22 countries. PDS provides integrated and customised end-to-end solutions to more than 250 global fashion brands and retailers.

PDS maintains an extensive network of 600+ partner factories that is capable of shipping nearly one million garments daily on a global scale. The Company continues to prioritise sustainability and leverages its extensive industry experience, which enables it to cater to the fast-evolving global fashion industry while addressing changing consumer preferences.

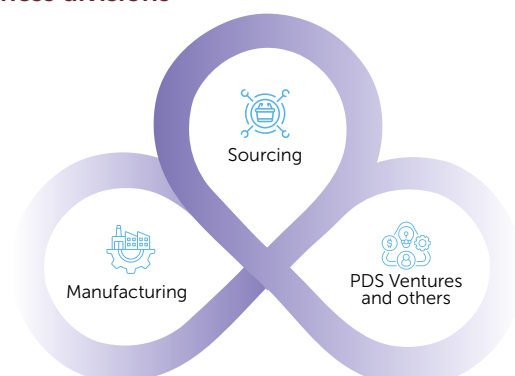
600+

Partner factories

22 countries

Global footprint

Business divisions



[13. Visual Capitalist Report](#)

Sourcing

Design-led Sourcing

PDS, with its global design-led sourcing platform, serves major fashion brands and retailers worldwide. This platform enables the Company to expand its customers' design portfolios and source products across the value. The Company leverages a global ecosystem of over 250 designers located across major fashion hubs, such as London, Hong Kong, New York, Barcelona and New Delhi, to introduce new concepts by combining creative inputs from market intelligence and trends.

The Company's services include design, product development based on requirements, order management, supplier management, compliance assurance and access to a vast global supplier base. This comprehensive offering enables the Company to provide its customers with quality designs, competitive sourcing, rapid speed-to-market and ESG-compliant sourcing solutions.

Sourcing as a Service

The Company offers an exclusive and independent setup that acts as the sourcing arm for the specific retailer and brand in specified territories. It involves joint budgeting, decision-making processes and a cost-plus pricing structure with transparency on pricing and operational expenses. The sourcing as a Service model, enables PDS to leverage its expertise in mitigating infrastructure setup risks for retailers and brands.

PDS brings deep familiarity and local expertise in key sourcing and manufacturing locations such as Turkey, Bangladesh and India. These attributes enable the Company to facilitate long-term collaboration with its customers. PDS also provides support functions, including HR, IT, legal, finance, accounting, ESG and risk management, through its centralised platform.

Brand management

PDS has expanded its service offerings to include brand management, which offers end-to-end brand conceptualisation, management and marketing solutions. The Company leverages its global design and supply platform to provide services across the entire brand lifecycle, from design and product development to sourcing, manufacturing, marketing, licensing and distribution.

The Company closely collaborates with brand IP owners to craft tailored partnerships and ensures that brand integrity is preserved and strengthened in every step. For instance, PDS has made a strategic partnership with the Authentic Brands Group to establish the Ted Baker Design Group. PDS is currently serving as the global hub for Ted Baker's design, merchandising and innovation functions while also becoming a core licensee and operating partner for the brand. The brand management expertise of PDS, combined with its integrated platform spanning from design to distribution, makes it well-positioned to revitalise brands and drive growth through new market entries and brand extensions—all while offering a comprehensive suite of solutions tailored to meet the unique needs of brands.

The segment contributes 97% to the Company's total revenue (unadjusted for intersegment eliminations). The Company's sourcing segment registered an EBIT of ₹327 crs with an EBIT margin of 3.2%, the Return on Capital Employed (ROCE) stood at a 26%.

58%

of gross capital employed

26%

ROCE

₹10,080 crs

Revenue in FY2023-24

₹ 327 crs

EBIT with a 3.2% margin in FY2023-24

Manufacturing

The in-house manufacturing segment of PDS complements its Sourcing segment. The Company operates three specialty-focused manufacturing facilities strategically located in Bangladesh and Sri Lanka to better serve clients that require in-house manufacturing capabilities from their suppliers. The Company maintains control over the manufacturing process and improves its credibility among clients.

PDS' Bangladesh facility Progress Apparel also has a state of the art wash plant which manages 90% of that facilities wash requirement in house. The facilities adhere to stringent ESG compliance standards and certifications to meet the sustainability requirements of PDS's global clientele.

The segment contributes 6% to the Company's total revenue (unadjusted for intersegment eliminations). The manufacturing segment achieved an EBIT of ₹24 crs prior to interco adjustments, demonstrating its ability to generate profit while effectively managing operational expenses.

23%

of gross capital employed

₹597 crs

Revenue in FY2023-24

₹24 crs

EBIT with a 4% margin in FY2023-24

PDS Ventures and others

PDS has a dedicated venture capital (VC) arm called PDS Ventures that focuses on investing in innovative solutions across the apparel, sustainability and circularity domains, spanning the entire value chain from design to consumer. PDS Ventures operates as a VC fund, making direct investments in startups focused on innovation, sustainability, technology and direct-to-consumer digital brands. The investment strategy is aligned with PDS's overall vision of providing cutting-edge solutions for defining the future of the fashion industry.

PDS Ventures maintains an active portfolio of companies, including notable investments in Mattered, Atterley and Zwiift. By investing in pioneering businesses, PDS Ventures aims to support young entrepreneurs and accelerate their missions to drive positive impact within the fashion ecosystem. The venture arm leverages the broader PDS platform to facilitate strategic collaborations and enable portfolio companies to effectively scale their solutions. By investing in emerging enterprises, PDS not only enriches the value proposition for customers and vendor partners but also fortifies its foundation for long-term growth.

19%

of Gross Capital Employed

Investment portfolio FY2023-24

₹ 92 crs

Treasury investments

₹ 77 crs

Real Estate and others

₹ 254 crs

PDS ventures

Business performance

Operational highlights

- The Company ventured into the brand management space by signing a 10-year partnership with Authentic Brands Group (ABG) to manage the Ted Baker brand end-to-end.
- The Company acquired a 26% stake in Sri Lankan manufacturer Nobleswear Private Limited through Norlanka Manufacturing Ltd. (a Hong Kong-based subsidiary). This has enhanced its capabilities in the children's wear segment.
- The Company onboarded major US retailers like Target and strengthened relationships with existing clients, such as Walmart, JCPenney and Kohl's.
- The Company signed a Sourcing-as-a-Service contract with Myntra to enable them to source garments from outside India.
- The Company strengthened its strategic alliances in the fashion industry. The Company partnered with the Indian government as the official 'Fashion Partner' for the prestigious BharatTex 2024 exhibition, showcasing its commitment to promoting Indian textiles and fashion on a global platform.
- The Company has expanded service offering to George@ASDA by acquiring its sourcing operations in Turkey and further catering to the home category.

Consolidated financial revenue

Summary of key P&L items

(figures in crs, unless mentioned other wise)

Particulars	FY2023-24	FY2022-23
Revenue from operations	10,373	10,577
Other income	34	52
Total income	10,407	10,629
COGS	8,262	8,806
Employee Expenses	980	761
Other Expenses	739	551
EBITDA	392	459
EBITDA Margin (%)	3.8%	4.3%
Finance Cost	107	74
Profit after tax	203	327
Profit after tax margin (%)	2.0	3.1
Basic EPS (₹)	10.98	20.30

Consolidated financial performance

Revenues

The Company's revenue from operations stood at ₹10,373crs in FY24 as compared to ₹10,577crs in FY23. Despite headwinds faced by the industry, the Company arrested decline in topline at a mere 2% while clocking improved gross margins of 20.4%, an expansion of 360 basis points compared to last year. The Gross Merchandise Value handled by the Company increased year over year by 25% to ₹15,048crs. EBITDA stood at ₹393crs with EBITDA margin of 3.8%. It is to be noted that this includes the impact of investments in new initiatives amounting to ₹100 crs. Other income decreased from ₹52crs in FY23 to ₹34crs in FY24 primarily from a one time gain from sale of real estate last year.

Expenses

Cost of goods sold stood at ₹8,262crs in FY24 as compared to ₹8,806crs last year, the reduction was mainly due to better cost negotiations with the supplier. Employee expenses increased by 29% mainly due to onboarding employees in new verticals and induction of new business teams including Ted Baker Design Group & Gerry Webber. The Company also strategically invested in talent at the senior level and onboarded industry veterans to enable their growth journey. Finance cost increased from ₹74crs in FY23 to ₹107crs in FY24 on account of increase in base lending rates. Increase in other expenses pertains to the newly onboarded verticals and business like Ted Baker Design Group and Gerry Webber.

Segmental performance

The Company's operations predominantly relate to providing end-to-end business solutions across the fashion value chain. Business segments of the Company primarily comprise of sourcing, manufacturing and others (PDS Ventures, etc).

(figures in ₹crs, unless mentioned other wise)

Particulars (unadjusted for intersegment eliminations)	Sourcing		Manufacturing		Others	
	FY2023-24	FY2022-23	FY2023-24	FY2022-23	FY2023-24	FY2022-23
Revenue	10,080	10,105	597	703	6	4
% to Total	97.2%	95.5%	5.8%	6.6%	0%	0%
EBIT	327	366	24	30	-10	31
Margin	3.2%	3.6%	4.0%	4.2%	-	-

Sourcing continues to remain the dominant contributors to the Group's overall revenue, accounting for approximately 97% and 95% of the total revenues for FY24 and FY23, respectively. Sourcing segment comprises of services like Design-Led Sourcing, Sourcing as a Service and Brand Management. Despite the overall top line facing headwinds from the sluggishness in the industry, the increase in the gross merchandise value indicates growth coming from expansion into new services which is expected to continue its growth trajectory. The manufacturing segment turned profitable last year and has continued on its profitability journey.

Summarised Balance sheet

(figures in ₹crs, unless mentioned other wise)

Particulars	As on 31-03-2024	As on 31-03-2023
Non-Current Assets	1,111	886
Current Assets	2,951	2,223
Inventories	329	256
Trade Receivables	1,677	978
Cash and Cash equivalents	461	511
Other Bank Balances	223	218
Other Current Assets	261	260
Total Assets	4,062	3,109
Total Equity	1,246	1,113
Non-Current Liabilities	152	105
Borrowings	45	2
Other Non-Current Liabilities	107	103
Current Liabilities	2,664	1,892
Borrowings	897	599
Trade Payables	1,504	1,125
Other Current Liabilities	263	168
Total Equity & Liabilities	4,062	3,109

Non-Current Assets

Non-current assets as of March 31, 2024, stood at ₹1,111crs, reflecting an increase from ₹886crs in the previous year. Non-current investments have increased as The Company invested ₹95crs through its UK subsidiary in a new office premise in London for housing its vertical Poeticgem's operations. The Company also invested in bonds, equity shares and other instruments amounting to ₹29crs coupled with the impact of fair valuation of investments of ₹36crs.

The Company has also incurred expenditure on leasehold improvements for PDS Tower in Gurgaon and Mumbai office. The Company's subsidiary Norwest Industries Limited has invested ₹8crs, acquiring 26% stake in Nobleswear Private Limited, a Sri Lanka based Company expanding its apparel manufacturing footprint. Goodwill has increased by ₹27crs due to new investments in the brands portfolio.

Current Assets

Inventories

Inventory increased to ₹329crs from ₹256crs last year mainly due to Ted Baker Design Group (New Lobster Ltd) business which was acquired in June 2023. However, since the orders are largely on presold basis, the inventory risk minimises.

Trade receivables

Trade receivables for have increased significantly to ₹1,677crs in FY2024 from ₹978crs in FY2023. This increase in comes largely from to receivable balances of Ted Baker Design Group which was consolidated this year and on boarding of

new customers. Despite the increase in trade receivables, the Company has managed its working capital efficiently, with net working capital days of seven days.

Cash and Bank Balances

Cash and bank balance stood at ₹684crs as compared to ₹729crs last year. Around ₹223crs of the cash & bank balances is maintained as margin money with banks for securing trade & credit lines.

Total Equity

Total equity increased to ₹1,246crs as of March 31, 2024, from ₹1,113crs in the previous year, reflecting a growth of around 12%. This increase in total equity demonstrates the Company's ability to generate profits and retain earnings, further strengthening its capital base.

Debt

Debt as of March 31, 2024, stood at ₹943crs. During the year, the Company availed a long term loan from Bajaj Finance amounting to ₹50crs. Working capital borrowings rose to ₹897crs from ₹599crs in the previous year as the Company has utilised more short-term debt to manage its working capital needs and support its operational activities.

Trade Payables

Trade payables increased to ₹1,504crs as of March 31, 2024, from ₹1,125crs in the previous year. The increase is largely in line with the increase in trade receivables.

Key financial ratios

Sr. No.	Particulars	FY2023-24	FY2022-23	Change
1	Interest Coverage Ratio	3.1	5.8	-2.7x
2	Current Ratio	1.1	1.2	-0.1x
3	Debt Equity Ratio	0.8	0.5	0.2x
4	Operating Profit Margin (%)	3.2%	4.1%	-0.9%
5	Net Profit Margin (%)	2.0%	3.1%	-1.1%
6	Return on Networth (%)	16.3%	29.4%	-13.1%
7	Debtors Turnover Ratio	6.2	10.8	-4.6x
8	Inventory Turnover Ratio	25.1	34.4	-9.3x
9	Return on Capital Employed (%)	22.1%	43.7%	-21.6%

- a) Interest Coverage Ratio is calculated as Earnings Before Interest, and Tax (including other income) over Interest. The change is attributable to decrease in Earnings Before Interest, and Tax vs. 45% increase in Interest expense mainly due to increase in interest rate and debt utilisation.
- b) Debt Equity Ratio is calculated as Total Borrowings over Total Equity (including non-controlling Interest) of the Company. The change is attributable to an overall increase in Total Equity due to profit accumulation.
- c) Return on Net Worth is calculated as Profit After Tax (before Minority Interest) over Total Equity (including Non-Controlling Interest). The ratio has decreased during the year as there was a 2% decline in revenue and increase in overall costs which impacted profitability.
- d) Debtor's Turnover Ratio is calculated as Income from Operations over Trade Receivables. The change is attributable mainly due to a increase in Trade receivables owing to new businesses onboarded for which factoring lines are under process.
- e) Inventory turnover ratio is calculated as Cost of Goods Sold (COGS) over inventory. The change is attributable to the increase in inventory levels mainly due to Ted Baker wholesale business onboarded during the year.
- f) Return on Capital Employed is calculated as Earnings Before Interest and Tax (EBIT) over Total Equity plus Net Debt. Capital Employed increased due to investment made in Ted Baker Design Group, New UK property & others.

Outlook

The Company is positioned to capitalise on multiple growth opportunities in the coming years. The Company aims to increase its wallet share with existing customers while also focusing on new customer acquisition. Expansion into new categories beyond apparel, such as homeware, footwear, accessories, sportswear, athleisure, and beauty, is a key part of the growth strategy. In terms of geography, while Europe remains a strong market, significant potential is identified in the US and India, prompting strategic engagement and onboarding of talent in these regions. The Company plans to expand its service offerings, including Sourcing as a Service (SaaS) and Brand Management, to cater to the evolving needs of retailers and brands.

To enhance its manufacturing capabilities, PDS is pursuing brownfield expansions beyond Bangladesh and Sri Lanka. This strategic move is expected to unlock substantial new sourcing opportunities. PDS is also engaging with leading retailers and brands to capitalise on strategic opportunities, including managing design and wholesale operations. Furthermore, PDS is broadening its supply side by exploring new regions such as Central America, Egypt, and Africa, while also expanding its presence in India.

Human resource management

The Company continues to prioritise investing in its people and human resources and fostering an organisational culture that drives consistent improvement. In FY2023-24, the Company implemented several key initiatives to attract, develop and retain top talent across its global operations. Some of the Company's efforts include expanding digital learning and development programmes, promoting career growth opportunities through internal job rotations and mentorship programmes and enhancing employee engagement through improved communication channels and feedback mechanisms.

These human capital initiatives are expected to further strengthen PDS's objectives of nurturing a high-performing, future-ready workforce capable of driving sustainable growth and innovation across its diversified business verticals.

PDS has a competent talent pool comprising 4,200+ employees and 6,000+ factory associates spread across its global production facilities and offices. The Company's growth over the years has been significantly driven by the talent of its employees across various geographies and its entrepreneurial model.

For further details, refer to page number 26 of the Annual Report.

Technology and infrastructure






The Company recognises the importance of robust IT infrastructure to enable seamless operations and collaboration across its global network. The Company is investing in upgrading its legacy systems, migrating to cloud-based solutions and enhancing network capabilities to support real-time data exchange and remote working models. Also, the Company is prioritising cybersecurity by hiring dedicated personnel, implementing risk management protocols and deploying advanced security software to safeguard its digital assets and ensure compliance with industry standards.

The Company is further exploring the adoption of emerging technologies, such as blockchain, to improve supply chain transparency and traceability across its sourcing and manufacturing operations. The Company is implementing advanced modelling and simulation tools to optimise design and product development processes for existing and emerging technologies. PDS is also expanding its digital learning and development programmes to upskill its workforce and promote career growth opportunities.

For further details, refer to page number 30 of the Annual Report.

Risk management framework

The Company has implemented a well-defined risk management framework to identify risks, assess threats, and devise appropriate mitigation measures to shield against both internal and external risks. To ensure the framework's successful implementation, senior management individuals are designated to lead the risk management committee, thus integrating risk management seamlessly into the Company's processes. This active involvement of senior management enables thorough review and continuous monitoring of risks in a constructive manner, fostering a culture of proactive risk management throughout the entire organisation.

	Board of Directors
	Audit Committee
	Risk Management Committee
	Head of Departments (HODs) as Risk Managers
	Each Employee as Risk Owner

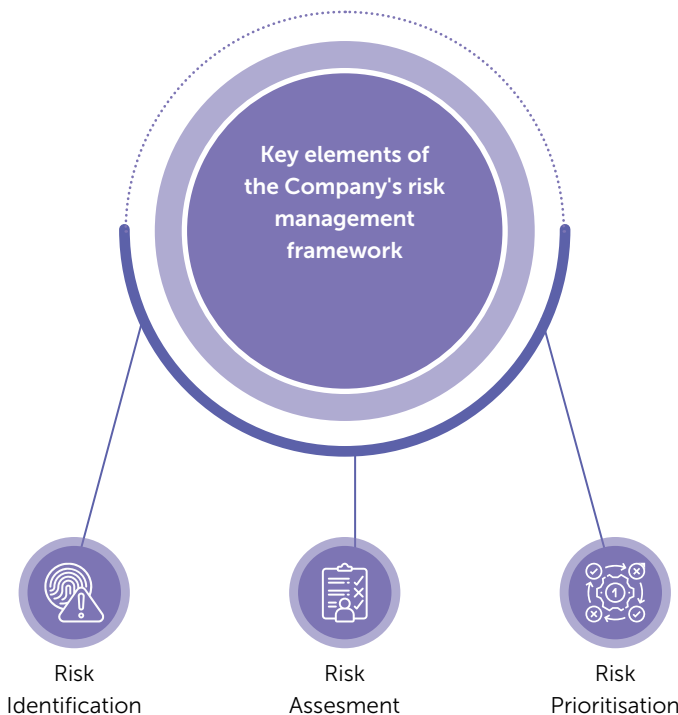
Internal audit and controls

The Company has a strong system of internal controls in place to ensure the dependability of financial and other information and records used in the preparation of financial statements and other data, as well as asset accountability.

A comprehensive programme of internal audits, senior management evaluations and documented rules, standards and procedures complement this internal control structure. The results of internal audits are essential sources of information for identifying and evaluating risks. In order to identify major risks to the accomplishment of our Company objectives, business risks are also evaluated on a regular basis.

Organizational Structure

The Company follows an entrepreneurial business model where business heads manage their respective P&Ls with full autonomy and operate across various geographies. Additionally, some of our customers, especially those for SaaS, require independent entities to ensure full transparency. Consequently, the Company consists of 137 legal entities, including 127 subsidiaries, 5 joint ventures, and 5 associate companies. This structure facilitates the Company to provide complete transparency and autonomy to business heads and customers, ensuring clear visibility into performance metrics. However, the Company recognizes opportunities to optimize its organizational footprint. After a thorough review of the organizational structure, the Company has identified approximately 17 entities that are being assessed for closure and would take required actions.



Disclaimer

Statements in this management discussion and analysis that describe the Company's objectives, projections, estimates and expectations are considered 'forward-looking statements' under applicable laws and regulations. Actual results may differ significantly or materially from those stated or implied. Important developments that could have an impact on the Company's operations include, among other things, competition, employee costs and significant changes in India's political and economic environment, environmental standards, tax laws, litigation and labour relations.

For further details, please refer to page 32 of the Annual Report.

Directors' Report

Dear Shareholders,

PDS Limited

The Board of Directors ("Board") of your Company are pleased to present the 13th Annual Report together with the Annual Audited Standalone and Consolidated Financial Statements on the business and operations of the Company for the financial year ended March 31, 2024.

FINANCIAL HIGHLIGHTS

Particulars	(₹ in Lakhs)			
	Consolidated		Standalone	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Revenue from Operations	10,37,264.96	10,57,700.42	62,541.97	46,285.75
Other Income	3,467.45	5,153.05	7,571.53	6,912.86
Total Expenses	10,18,110.65	10,27,210.04	61,928.37	43,873.83
Profit from Operations Before Exceptional Item and Taxes	22,621.76	35,643.53	8,185.13	9,324.78
Share of loss of associates and joint ventures	617.81	31.93	-	-
Exceptional Item	-	-	-	-
Profit Before Tax	23,239.57	35,675.36	8,185.13	9,324.78
Tax Expense (including deferred taxes)	2,971.49	2,998.52	277.17	682.74
Profit After Tax	20,268.08	32,676.84	7,907.96	8,642.04
Other Comprehensive Income/(Loss)	7,080.13	2,707.02	(13.36)	(30.24)
Total Comprehensive Income	27,348.21	35,383.86	7,894.60	8,611.80
Earnings Per Share (₹)				
Basic	10.98	20.30	6.02	6.62
Diluted	10.77	19.93	5.91	6.50

FINANCIAL PERFORMANCE & THE STATE OF COMPANY AFFAIRS

I. Consolidated

The revenue from operations of the Company for the financial year ended March 31, 2024 is ₹ 10,37,264.96 Lakhs as against ₹ 10,57,700.42 Lakhs in the previous year. The Consolidated Profit after Tax for the financial year ended March 31, 2024 is ₹ 20,268.08 Lakhs as compared to ₹ 32,676.84 Lakhs in the previous year, mainly due to lower realization of sales and increase of employee cost and other expenses.

II. Standalone

The revenue from operations of the Company stood at ₹ 62,541.97 Lakhs for the financial year ended March 31, 2024 as against ₹ 46,285.75 Lakhs in the previous year. The Company reported a Profit after Tax of ₹ 7,907.96 Lakhs for the financial year ended March 31, 2024 as compared to ₹ 8,642.04 Lakhs in the previous year mainly increase of employee cost and other expenses.

The detailed information on the affairs of the Company has been covered under the Management Discussion & Analysis, forming part of this Annual Report.

Details of the Company's annual financial performance as published on the Company's website and presented during the Analyst Meet, after declaration of annual results, can be accessed using the following link: https://pdsLtd.com/investors/financial_reports/#investor-updates-and-call-transcripts.

No material changes and commitments have occurred after the close of the year under review till the date of this Report, which affect the financial position of the Company.

During the year under review, there have been no changes in the nature of business of the Company.

During the year under review, the League of American Communications Professionals ("LACP") LLP has awarded 'Platinum' for the Company's FY 2022-23 Annual Report in the 'LACP 2022 Vision Awards'. In its first year of submission, PDS has garnered an aggregate score of 99 out of 100, ranking it prominently amongst the top 100 reports worldwide.

DIVIDEND AND RESERVES

During the financial year 2023-24, the Board of the Company at their meeting held on November 1, 2023, declared interim dividend of ₹ 1.60 (Rupee One and Sixty Paise Only) per equity share face value of ₹ 2.00 each, i.e., 80%, which has been paid on November 27, 2023. Total outflow on account of interim dividend payout including dividend distribution tax amounted to ₹ 2,108.41 Lakhs.

In line with the performance of the Company for the financial year 2023-24 and financial health of the Company, the Board are pleased to recommend for approval of the shareholders, a final dividend of ₹ 3.15 (Rupees Three and Fifteen Paise Only) per equity share of face value of ₹ 2.00 each, i.e., 157.5% for the year ended March 31, 2024.

The Board has recommended the final dividend based on the parameters laid down in the Dividend Distribution Policy and the dividend will be paid out of the profits of the year.

The said dividend, if approved by the Shareholders at the ensuing Annual General Meeting ("AGM") will be paid to those Members whose name appears on the register of Members (including Beneficial Owners) of the Company as at the end of Friday, July 19, 2024. The said dividend, if approved by the Shareholders, would involve cash outflow of ₹ 4,159.63 Lakhs.

During the year under review, no amount from profit was transferred to the general reserve account.

In view of the applicable provisions of the Income Tax Act, 1961, the dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Your Company shall, accordingly, make the payment of the final dividend after deduction of tax at source.

Dividend Distribution Policy

Pursuant to Regulation 43A of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of the Company had formulated a Dividend Distribution Policy. The said policy is available on the website of the Company at <https://pdsltd.com/wp-content/uploads/2023/06/Dividend-Distribution-Policy.pdf>.

DEPOSITS

During the year under review, the Company has neither invited nor accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

EMPLOYEE STOCK OPTION PLAN

During the year under review and pursuant to the applicable requirements of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulation"), the Company has framed and instituted 4 (Four) Employee Stock Options Plan ("ESOP Plans") as mentioned

below to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company:

A) PDS Limited – Employee Stock Option Plan 2021

At the Extra-Ordinary General Meeting held on February 25, 2021, the shareholders approved 26,57,825 Stock Options under the 'PDS Limited – Employee Stock Option Plan 2021' ("PDS ESOP 2021") for the employees of the Company and its subsidiaries. Furthermore, at the 10th AGM of the Company, held on July 30, 2021, the Shareholders approved amendment in the PDS ESOP 2021 pertaining to the extension of the maximum vesting period. This amendment effectively extends the maximum vesting period from its former duration of 3 (Three) years to the current duration of 4 (Four) years. The maximum number of shares under PDS ESOP PLAN A 2021 shall not exceed 26,57,825 equity shares. The Nomination and the Remuneration Committee of the Board ("NRC") has been authorized to offer, issue and allot stock options to eligible employees of the Company and its subsidiaries under the PDS ESOP 2021. As required under SBEB Regulation, a disclosure is given as **Annexure 1** to this Report and is also available on website of the Company at https://pdsltd.com/investors/financial_reports/#annual-reports

B) PDS Limited – Employee Stock Option Plan 2021 – Plan A

At the 10th AGM held on July 30, 2021, the shareholders approved 29,12,050 Stock Options under the 'PDS Limited – Employee Stock Option Plan 2021 – Plan A' ("PDS ESOP PLAN A 2021") for the employees of the Company and its subsidiaries. The maximum number of shares under PDS ESOP PLAN B 2021 shall not exceed 29,12,050 equity shares. The NRC has been authorized to offer, issue and allot stock options to eligible employees of the Company and its subsidiaries under the PDS ESOP PLAN A 2021.

As required under SBEB Regulation, a disclosure is given as **Annexure 1** to this Report and is also available on website of the Company at https://pdsltd.com/investors/financial_reports/#annual-reports

C) PDS Limited – Employees Stock Option Plan 2021 – Plan B

At the 10th AGM held on July 30, 2021, the shareholders approved 5,06,740 Stock Options under the 'PDS Limited – Employee Stock Option Plan 2021 – Plan B' ("PDS ESOP PLAN B 2021") for the employees of the Company and its subsidiaries through the trust route. The maximum number of shares under PDS ESOP 2021 shall not exceed 5,06,740 equity shares. To implement the PDS ESOP PLAN B 2021, upto 5,06,740 equity shares will be issued by way of shares acquisition by PDS Multinational Fashions ESOP Trust ("PDS ESOP Trust"). The NRC has been authorized to offer, issue and allot stock options to eligible employees of the Company and its subsidiaries under the PDS ESOP PLAN B 2021.

Furthermore, 10th AGM held on July 30, 2021, the shareholders had authorized the Board of Directors to grant a loan up to ₹5.80 Crores to the PDS ESOP Trust for the purpose of subscription and/or purchase of Equity Shares of the Company by the PDS ESOP Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares as may be prescribed under PDS ESOP PLAN B 2021 Scheme or any other share-based employee benefit plan which may be introduced by the Company from time to time. Additionally, shareholders via postal ballot on December 3, 2023, approved the increase in loan amount from ₹5.80 Crores to ₹9,20,00,000 considering the limit does not exceed 5% of the Paid-up Equity Capital and Free Reserves as provided in the Act basis the audited financials for the year ended March 31, 2023.

As required under SBEB Regulation, a disclosure is given as **Annexure 1** to this Report and is also available on website of the Company at https://pdsLtd.com/investors/financial_reports/#annual-reports

D) PDS Limited – Phantom Stock Units Plan 2021

At the 10th AGM held on July 30, 2021, the shareholders approved 8,61,415 Stock Units under the 'PDS Limited – Phantom Stock Units Plan 2021' ("PDS Phantom 2021") for the employees of the Company and its subsidiaries. The NRC has been authorized to offer, issue and allot stock units to eligible employees of the Company and its subsidiaries under the PDS Phantom 2021.

As required under SBEB Regulation, a disclosure is given as **Annexure 1** to this Report and is also available on website of the Company at https://pdsLtd.com/investors/financial_reports/#annual-reports

A certificate issued by the Secretarial Auditor, certifying that all ESOP schemes has been implemented in accordance with SBEB Regulations and in accordance with the resolution(s) passed by the shareholders of the Company will be available on the website of Company at www.pdsLtd.com during the AGM for inspection by the shareholders of the Company.

PDS INCENTIVE PLAN 2021

At the Extra-Ordinary General Meeting held on February 25, 2021, the shareholders approved PDS Limited – PDS Value Creation Incentive Plan 2021 ("PDS Incentive Plan 2021") for the employees of the Company and its subsidiaries.

The PDS Incentive Plan 2021 aims to reward key employees of the Company and its subsidiaries for their performance and contributions in delivering strong returns and creating value for shareholders' investments. Additionally, it seeks to incentivize these employees to contribute to the future growth and profitability of the Company.

SHARE CAPITAL

During the year, the Authorized Share Capital of the Company has been increased from ₹28,00,00,000/- divided into

14,00,00,000 Equity Shares of ₹2/- (Rupees Two Only) each to ₹50,00,00,000/- divided into 25,00,00,000 Equity Shares of ₹2/- (Rupees Two Only) each vide Ordinary Resolution passed by the shareholders of the Company through Postal Ballot on December 03, 2023.

The Issued and Paid-up Capital of the Company increased from ₹26,18,55,440 (Rupees Twenty-Six Crores Eighteen Lakhs Fifty-Five Thousand Four Hundred and Forty Only) divided into 13,09,27,720 (Thirteen Crores Nine Lakhs Twenty-Seven Thousand Seven Hundred and Twenty Only) Equity Shares divided into Face Value of ₹2/- (Rupees Two) each to ₹26,38,06,278 (Rupees Twenty-Six Crores Thirty Eight Lakhs Six Thousand Two Hundred and Seventy Eight Only) divided into 13,19,03,139 (Thirteen Crores Nineteen Lakhs Three Thousand One Hundred and Thirty Nine Only) Equity Shares divided into Face Value of ₹2/- (Rupees Two) each as a result of exercise and allotment of 9,75,419 stock options by the employees of the Company and its subsidiaries pursuant to the said ESOP Plans.

Your Company has not issued any debentures, bonds or any non-convertible securities during the year under review.

CREDIT RATING

During the year under review, your Company has no outstanding instruments for which the credit rating needs to be obtained.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY

The Financial Statements of the Company comply with the Ind AS specified under Section 133 of the Act.

Your Company has put in place adequate internal controls with reference to accuracy and completeness of the accounting records and timely preparation of reliable financial information, commensurate with the size, scale and complexity of operations and ensures compliance with various policies and statutes in keeping with the organization's pace of growth, increasing complexity of operations, prevention and detection of frauds and errors. The design and effectiveness of key controls were tested and no material weaknesses were observed. The Audit Committee reviews and evaluates the adequacy of internal financial control and risk management systems, periodically. Efficacy of Internal control systems are tested periodically by Internal Auditors and Internal Control over financial reporting is tested and certified by Statutory Auditors. The internal financial control system of the Company is supplemented with internal audits, regular reviews by the management and checks by the Internal Audit Team.

Your Board also reviews the internal processes, systems and the internal financial controls and accordingly, the Directors' Responsibility Statement contains confirmation as regards adequacy of the internal financial controls. Assurance on the effectiveness of Internal Financial Controls is obtained through management reviews, self-assessment, continuous

monitoring by functional heads as well as testing of the internal financial control systems during the course of audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed adequately and are operating as intended.

The information on the Internal Control Systems and its adequacy has been covered under the Management Discussion & Analysis, forming part of this Annual Report.

During the year under review and based on the presentation made by Statutory Auditors no material or serious observation has been highlighted for inefficiency or inadequacy of such controls.

Compliance Management

To ensure compliance with all the applicable laws, we have rolled out a strong and robust digital compliance tool. A comprehensive check list of compliance applicable to the Company is prepared by an independent agency which is mapped to each owner of the compliance for confirming compliance. To ensure that compliances are completed within the defined timelines, automated email reminders are sent to

individual owners to comply with the requirements within the stipulated timelines.

The respective heads of departments are required to certify the compliance mapped to their function for onwards submission to the Board in summary form along with legal and regulatory update. To ensure comprehensiveness, periodic audits of compliance tool are conducted by the management and corrective actions are taken to ensure strict adherence.

Additionally, an independent agency periodically updates the recent amendments or on event basis, in order to ensure completeness.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has several subsidiaries, joint ventures and associates spread across the globe. As on March 31, 2024, the Company had 127 subsidiaries, 5 Joint Ventures, 5 Associates and 1(One) Controlled Trust. Details regarding the change in subsidiaries, associates and joint venture companies are set out in Note 2 of the Consolidated Financial Statements.

The Companies which were newly added or ceased to be subsidiaries / associate / joint ventures during the year are as follows:

Entities Incorporated/ acquired

Sl. No.	Name	Country
1	PDS Lifestyle Limited	UK
2	Wonderwall (F.E.) Limited	UK
3	Wonderwall (F.E.) Limited	Hong Kong
4	PDS Lifestyle FZCO	UAE
5	PDS Design Services FZCO	UAE
6	Design Hub Sourcing FZCO	UAE
7	TECHNO SOURCING DIŞ TİCARET ANONİM ŞİRKETİ	Turkey
8	Techno (Shanghai) Trading Co., Ltd.	Shanghai
9	PDS Radius Brands FZCO	UAE
10	PDS Fashions Bangladesh Limited	Bangladesh
11	The Source Fashion Platform FZCO	UAE
12	Moda & Beyond Limited	UK
13	Pangram Brands Global Private Limited	India
14	Simple Approach Home Limited	Hong Kong
15	Mambo Leisure Masters Limited	UK
16	Vivere London Limited	UK
17	Home Sourcing Solutions Limited	Hong Kong
18	Progressive Crusade Unipessoal LDA	Portugal
19	Nodes Studio LDA	Portugal
20	The Brand Group Limited	Hong Kong
21	Collective Near East Sourcing Services FZCO	UAE
22	INFINITY FASHION TEDARİK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as GEORGE TEDARİK HİZMETLERİ ANONİM ŞİRKETİ)	Turkey
23	DH Sourcing Limited	Bangladesh
24	Nobleswear (Private) Limited	Sri Lanka
25	Simple Approach Bangladesh Private Limited	Bangladesh

Entities Dissolved/ Liquidated

Sl. No.	Name	Country
1	Pacific Logistics Limited	UK
2	Redwood Internet Ventures Limited	HK
3	PDS Global Investments Limited	British Virgin Islands
4	One Stop Shop Solutions EU Sp. z.oo (Company)	Poland
5	F.X. Import Company Limited	UK
6	Poetic Knitwear Limited	UK
7	PDS Smart Fabric Tech (UK) Limited	UK
8	One Stop Shop Solutions spółka z ograniczoną odpowiedzialnością spółka komandytowa (LLP)	Poland

Entities Merged & Formed a New Entity

Sl. No.	Name	Country
1	Yellow Octopus EU Sp. z.oo (Company)	Poland
2	Yellow Octopus EU spółka z ograniczoną odpowiedzialnością spółka komandytowa (LLP)	Poland
3	Yellow Octopus EU SA (Joint Stock Company)	Poland

[This entity is the result of merger of entities no. 1&2 mentioned above.]

In accordance with Section 129(3) of the Act and Regulation 34 of the SEBI Listing Regulations, the Consolidated Financial Statements of the Company have been prepared and are forming part of this Annual Report. A statement containing salient features of the Financial Statements of subsidiary, joint ventures and associate companies are stated in the prescribed Form AOC-1 which is attached as **Annexure 2**, which forms part of the Annual Report. The statement also provides details of the performance and the financial position of each of the subsidiaries, joint ventures and associates. The consolidated financial statements presented in this Annual Report include financial performance and financial position of the subsidiary, joint ventures and associate companies.

The policy for determining material subsidiaries of the Company is available on the Company's website at https://pdsltd.com/investors/corporate_governance/#policies.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Re-appointment/ De-designation

In accordance with the provisions of Section 152 of the Act read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Dr. Deepak Kumar Seth, Non-Executive & Non-Independent Director (DIN: 00003021) and Mr. Parth Gandhi (DIN: 01658253), Non-Executive & Non-Independent Director of the Company, will retire by rotation at the ensuing AGM and being eligible, have offered themselves for reappointment. The Board, on the recommendation of the Nomination & Remuneration Committee, recommended his re-appointment at the ensuing AGM.

The brief details of Dr. Deepak Kumar Seth and Mr. Parth Gandhi proposed to be reappointed as directors, required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI Listing Regulations is provided in the Notice of ensuing AGM of the Company.

During the year under review, the Company considered to enhance Ms. Yael Gairola's (previously appointed as Independent Director) association with PDS Group across various subsidiaries and benefiting from her enriched experience and compensate her for the same for the services to be provided by her. The NRC as a part of corporate governance, assessed the independence status of Ms. Yael Gairola and concluded that Ms. Yael Gairola would not meet the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. Based on the recommendation of NRC and the Board of the Company, the shareholders via Postal Ballot dated December 3, 2023, have approved the re-designation of Ms. Yael Gairola as a Non-Executive & Non-Independent Director of the Company w.e.f. July 26, 2023.

Independent Directors**Appointment of Mr. Bangalore Gangaiah Srinivas as Independent Director**

The Board of Directors on recommendation of the NRC appointed Mr. Bangalore Gangaiah Srinivas (DIN: 00517585) as an Additional (Non-Executive & Independent) Director on the Board w.e.f. March 28, 2023. The Shareholders of the Company, by way of a resolution passed through Postal Ballot dated June 15, 2023, approved the appointment of Mr. Bangalore Gangaiah Srinivas as Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. March 28, 2023 upto March 27, 2028 (both days inclusive). His brief profile is available on the website of the Company at <https://pdsltd.com/investors/board-of-directors-and-committees/>.

Appointment of Ms. Sandra Campos as Independent Director

The Board of Directors on recommendation of the NRC appointed Ms. Sandra Campos (DIN: 10390929) as an Additional (Non-Executive & Independent) Women Director on the Board w.e.f. November 28, 2023. The Shareholders of the Company, by way of a resolution passed through Postal Ballot dated December 31, 2023, have approved the appointment of Ms. Sandra Campos as Non-Executive & Independent of the Company to hold office for a term of 2 (Two) consecutive years

w.e.f. November 28, 2023 up to November 27, 2025. Her brief profile is available on the website of the Company at <https://pdsltd.com/investors/board-of-directors-and-committees/>.

All the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of Section 164 of the Act.

In the opinion of the Board, all the directors, including the directors appointed/ re-appointed during the year, possess the requisite qualifications, experience, expertise, proficiency and hold high standards of integrity.

Key Managerial Personnel

As on March 31, 2024, Mr. Sanjay Jain, Group Chief Executive Officer, Mr. Rahul Ahuja, Group Chief Financial Officer and Mr. Abhishekh Kanoi, Head of Legal & Company Secretary are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

Declaration of Independence by Independent Directors & adherence to the Company's Code of Conduct for Independent Directors

All Independent Directors of the Company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act along with Rules framed thereunder, Regulation 16(1) (b) of the SEBI Listing Regulations and have complied with the Code of Conduct of the Company as applicable to the Board and Senior Managerial Personnel. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Company has received confirmation from all the Independent Directors of their registration on the Independent Directors Database maintained by the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Board Meetings

During the year under review, 6 (Six) Meetings of the Board of Directors were held. A detailed update on the Board, its composition, governance of committees, number of Board and Committee meetings held during FY 2023-24 and attendance of the Directors thereat, is provided in the Report on Corporate Governance, which forms part of this Annual Report.

Compliance with Secretarial Standards

Your Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively.

Constitution of various Committees

The Board of Directors of the Company has constituted following Committees:

- Audit Committee
- Nomination and Remuneration Committee

- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

During the year under review, all the recommendations made by the Committees of the Board, including the Audit Committee, were accepted by the Board.

Policies on the appointment of Directors and their Remuneration

The Board recognizes the importance of having a diversified board viz constructive discussion, better decision making and long-term value creation for all the stakeholders. In order to ensure diversity, standardize the process of selection of an individual at the Board or senior management level and pursuant to the provisions of Section 178 of the Act read with Regulation 19 of the SEBI Listing Regulations, the Company has formulated and adopted a Nomination & Remuneration Policy on appointment and remuneration of directors, senior management and Key Managerial Personnel including criteria for determining qualifications, positive attributes, independence of a director and other matters. The Nomination and Remuneration Policy is available on the website of the Company <https://pdsltd.com/wp-content/uploads/2022/07/Nomination-and-Remuneration-Policy.pdf>.

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Policies

The Board of your Company, from time to time, has framed and revised various Policies as per the applicable acts, rules, regulations and standards for better governance and administration of your Company. The Policies are made available on the website of the Company at https://pdsltd.com/investors/corporate_governance/#policies.

Annual Evaluation by the Board

The Nomination and Remuneration Committee, in consultation with the Board, has formulated robust framework for evaluation of the performance of the Board, its committees, individual directors including the Chairman of the Company keeping in view the board priorities and practices. The evaluation process for FY 2023-24 included rolling out customized questionnaires which were prepared keeping in view the industry in which the Company operates, analysis of the response and placing the summary before the Board and respective committees. All directors participated in the evaluation process.

The result of evaluation was discussed in the respective committee meetings. Recommendations arising from the evaluation process were considered by the Board to optimize its effectiveness.

A detailed disclosure on the framework of Board Evaluation including outcome and action plan has been provided in the Report on Corporate Governance.

Familiarization Program for Independent Directors

The Company has developed and adopted structured induction programs for orientation and training of directors at the time of joining and during their term to ensure familiarization of directors with, the management and operations of the Company including business models, services, products, processes, culture and the industry in which it operates. A note on the familiarization programme adopted by the Company for orientation and training of the Directors is provided in the report on Corporate Governance, which forms part of this Annual Report

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Board to the best of their knowledge and based on the information and explanations received from your Company, confirms that:

- a. the applicable Accounting Standards had been followed in the preparation of the annual accounts along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis;
- e. the proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- f. the system to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors and Auditor's Report

M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration Number: 001076N/N500013) were appointed as the Statutory Auditors of the Company by the Shareholders at their 8th AGM held on November 13, 2019 for a tenure of 5 (five) years, to hold office from the conclusion of the 8th AGM till the conclusion of the 13th AGM of the Company to be held for the financial year 2023-24.

As per the provisions of Section 139 of the Act, the Board of Directors of the Company, on the recommendation of the

Audit Committee, recommends re-appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants for a further period of five years i.e. upto the conclusion of 18th AGM.

M/s. Walker Chandiook & Co LLP, Chartered Accountants, (i) have expressed their willingness to be reappointed for a further term, (ii) have submitted their confirmation to the effect that they continue to satisfy the criteria provided in Section 141 of the Act and (iii) that their appointment is within the limits prescribed under Section 141(3)(g) of the Act.

A resolution proposing re-appointment of M/s. Walker Chandiook & Co LLP as the Statutory Auditor of the Company and their remuneration pursuant to Section 139 of the Act, along with the explanatory statement, forms part of the Notice of 13th AGM.

The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers, which would be required to be dealt with in the Boards' Report

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. SGGS & Associates [FRN: P2021MH086900], Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report for the financial year ended March 31, 2024, in the prescribed Form MR - 3 is attached to this Report as **Annexure 3**. The said Secretarial Audit Report was issued with qualifications and the management response on the same are detailed in the report which is self-explanatory.

The Board, on the recommendation of the Audit Committee, has re-appointed M/s SGGS & Associates [FRN: P2021MH086900], Company Secretaries in Practice, who have confirmed their eligibility for the said re-appointment, to conduct the secretarial audit of the Company for the financial year 2024-25.

Annual Secretarial Compliance Report

Pursuant to Regulation 24A of the SEBI Listing Regulations, the Annual Secretarial Compliance Report for the financial year ended March 31, 2024, has been submitted to the Stock Exchanges.

Further, in this regard, please note that the Company does not have any material unlisted Indian subsidiaries during financial year 2023-24.

Cost Auditors

During the year under review, provisions of Section 148 of the Act, read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, relating to the Cost Audit are not applicable to the Company.

Details of fraud reported by the Auditors

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor of the Company have reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under Section 143(12)

of the Act and therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Act and the Rules made thereunder, the Company has adopted a Corporate Social Responsibility ("CSR") Policy, and the Board has constituted a Committee to implement CSR activities. The composition of the Committee and additional details are provided in the Corporate Governance Report, forming part of this Report.

During the year, the Company was statutorily required to spend ₹ 30,43,550 towards CSR contribution. However, the Company has contributed ₹ 56,72,490 towards CSR activities for the Financial Year 2023-24, which was over and above the statutory requirements as per the Act. This CSR contribution was done to Soham for Kids Education Society in Hyderabad (India) towards helping unprivileged and orphaned children by way of providing free education, mid-day meals and good healthcare facilities, vocational training etc. These activities undertaken are in accordance with Schedule VII of the Act. The brief outline of CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are set out in **Annexure 4**, forming part of this Report.

The Company also undertakes CSR initiatives outside of India, in Bangladesh, Hong Kong, Sri Lanka & Turkey. The said initiatives are over and above the statutory requirement. These initiatives undertaken by various subsidiaries outside India in promotion of education to the unprivileged children, donations, scholarship programs, etc.

RISK MANAGEMENT

The Company has a robust risk management framework which is integrated across the operations. The Company believes that risk management is one of the pillars of the Company which is key to achieving sustainable value creation for all the stakeholders.

The Company has a duly approved policy. The risk management policy encompasses around Governance Structure, Risk Identification & Categorization, Risk Prioritisation, Risk Mitigation, Monitoring and Reporting. The objective of this policy is to have a well-defined approach to risk. The policy lays down broad guidelines for timely identification, assessment, and prioritisation of risks affecting the Company in the short and foreseeable future. The policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately compensated or mitigated. The policy can be accessed at https://pds ltd.com/investors/corporate_governance/#policies

Understanding the importance of managing the risk, the Board of Directors has constituted Risk Management Committee, which focuses on risk management including determination of Company's risk appetite, risk tolerance, regular risk

assessments, risk mitigation strategies (risk identification, risk quantification and risk evaluation) etc.

The Audit Committee has additional an oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this Report.

PARTICULARS OF EMPLOYEES

The statement of disclosure of remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules'), is attached to this Report as **Annexure 5**. As per the second proviso to Section 136(1) of the Act and second proviso of Rule 5 of the Rules, the Report and Financial Statements are being sent to the shareholders of the Company excluding the statement of particulars of employees under Rule 5(2) of the Rules. Any shareholder interested in obtaining such details may write to the Head of Legal & Company Secretary of the Company at investors@pds ltd.com and the same will be furnished on such request.

RELATED PARTY TRANSACTIONS

All the related party transactions entered during the financial year were at arm's length basis and in the ordinary course of the Company's business. All such contracts or arrangements were entered into only with prior approval of the Audit Committee. Omnibus approval was obtained for the transactions of repetitive nature. In compliance with the requirement of Listing Regulations, names of related parties and details of transactions with them have been included in notes to the financial statements provided in this Annual Report. The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board are available on the Company's website at <https://pds ltd.com/wp-content/uploads/2022/07/Policy-on-Related-Party-Transactions.pdf>.

There are no materially significant related party transactions made by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and thus, a disclosure in the prescribed Form AOC-2 in terms of Section 134 of the Act is not required.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2024 in Form MGT 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at https://pds ltd.com/investors/financial_reports/#annual-reports

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 and Schedule V of the SEBI Listing Regulations, the Management Discussion and Analysis Report is presented in separate sections, forming part of this Annual Report.

CORPORATE GOVERNANCE

Your Company is dedicated to fostering a culture anchored in fundamental values and ethical governance standards. We consistently uphold transparency in our operations and place significant emphasis on ethical conduct in all aspects of our business. In terms of Regulation 34 of the SEBI Listing Regulations, the Report on Corporate Governance for the financial year ended March 31, 2024 is attached to this report as **Annexure 6**.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As per Regulation 34 of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report is attached as **Annexure 7** and forms part of this Report and also available on the Company's website at https://pdsitd.com/investors/financial_reports/

WHISTLEBLOWER POLICY/ VIGIL MECHANISM

The Company has implemented a Vigil Mechanism Policy, also known as the Whistleblower Policy, to address instances of fraud and mismanagement. This policy empowers the Company's stakeholders to report genuine concerns regarding unethical behavior, suspected fraud, or breaches of the Code of Conduct. Additionally, it facilitates the reporting of incidents or suspected leaks of unpublished price-sensitive information. To enhance accessibility, the Company has provided a NAVEX hotline on its website for stakeholders to report such instances under the Vigil Mechanism.

This policy ensures the strict confidentiality of whistleblowers while handling their concerns and stipulates non-discriminatory treatment for individuals raising genuine concerns. Moreover, it includes a provision for direct access to the chairman of the Audit Committee in emergency cases. The Vigil Mechanism/Whistleblower Mechanism Policy is publicly accessible on the company's website at https://pdsitd.com/investors/corporate_governance/#policies.

During the year under review, no complaint pertaining to the Company was received under the Whistle Blower mechanism.

DISCLOSURE UNDER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules

framed thereunder. Internal Complaints Committee ('ICC') is in place for all works and offices of the Company to redress complaints received regarding sexual harassment.

During the year under review, 1 (One) complaint was received and was suitably closed in accordance with the Company's processes and no complaints were pending at the end of the year. The Company also arranges awareness programs for its employees against sexual harassment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

Your company specializes in wholesale garment trading, leveraging a business model that prioritizes minimal electricity consumption. Manufacturing activities are carried out by subsidiary companies, and comprehensive measures for energy management and details of technology absorption are outlined in the Business Responsibility and Sustainability Report.

Given the nature of the Company's Business, the Company is committed to continually enhancing its operational efficiency and effectiveness by adopting cutting-edge technologies. Regular reviews were conducted to monitor the progress of various initiatives.

On a standalone basis, the Company's earnings in foreign exchange during the year under review amounted to ₹ 53,685.15 Lakhs for FY 2023-24 against ₹ 42,322.60 Lakhs for FY 2022-23 as against foreign exchange outgo equivalent to ₹ 45,931.50 Lakhs for FY 2023-24 against ₹ 23,786.83 Lakhs for FY 2022-23.

There has been no expenditure on R&D during the year, and the Company has not imported any technology during the past 3 years.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans given, investments made or guarantees given or security provided by the Company as required under Section 186(4) of the Act and the SEBI Listing Regulations are contained in Note 9 and Note 8 respectively to the Standalone Financial Statements of the Company, forming part of this Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the

Company to which the financial statements relate and till the date of this Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY OPERATIONS IN FUTURE

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

LISTING

Equity Shares of your Company are listed on National Stock Exchange of India Limited and BSE Limited. Your Company has paid the required listing fees to Stock Exchange for FY 2023-24.

EXECUTIVE VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

In compliance with the SEBI Listing Regulations, the Company has obtained the compliance certificate outlined in Part B of Schedule II from Mr. Pallak Seth, Executive Vice Chairman, Mr. Sanjay Jain, Group Chief Executive Officer, and Mr. Rahul Ahuja, Group Chief Financial Officer, for the financial year 2023-24, affirming the accuracy and completeness of the Financial Statements and associated matters. This certificate is included as an integral component of this annual report.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied. Important factors

that could make difference to the Company's operations include changes in the government regulations, developments in the infrastructure segment, tax regimes and economic developments within India.

GENERAL

Your directors state that no disclosures or reporting is required in respect of the following items, as the same is either not applicable to the Company or relevant transactions/events have not taken place during the year under review.

1. The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (including sweat Equity shares) to employees of the Company under any Scheme save and except Employee Stock Option Scheme referred to in this Report.
3. There is no application/proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year under review. Further, there are no instances of one-time settlement with any Bank or Financial Institutions.

ACKNOWLEDGEMENT

Your Board acknowledges the support extended by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Registrar of Companies and all other governmental and regulatory authorities for the guidance and support received from them including officials there at from time to time.

Your directors also place on record their sincere appreciation for the continued support extended by the Company's stakeholders in large including investors, customers, banks, financial institutions, and well-wishers for their continued support during the year. Your directors place on records their appreciation for the contribution made by the employees of your Company and its subsidiaries at all levels. Your Company's consistent growth was made possible by their hard work, solidarity, cooperation and support.

By Order of the Board of Directors

For PDS Limited

Deepak Kumar Seth
Chairman &
Non-Executive Director
DIN: 00003021

Pallak Seth
Executive Vice-Chairman
DIN: 00003040

Date: May 14, 2024
Place: Mumbai, India

Annexure 1

Disclosure Pursuant to Regulation 14 of The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the Financial Year 2023-24

General Disclosures

- A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

All relevant disclosures have been made in the Financial Statements mentioned in the Annual Report 2023-24 which can be accessed through web link – https://pdsLtd.com/investors/financial_reports/

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time. – Earning Per Share

For details, please refer to note no. 48 to Standalone Financial Statements mentioned in the Annual Report 2023-24 which can be accessed through web link - https://pdsLtd.com/investors/financial_reports/

Scheme Specific Disclosures

Sr. No.	Details of ESOP	PDS Limited - Employee Stock Option Plan 2021 (PDS ESOP 2021)	PDS Limited- Employee Stock Option Plan 2021 – Plan A (PDS ESOP Plan A)	PDS Limited- Employee Stock Option Plan 2021 – Plan B* (PDS ESOP Plan B)	PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021**
1	Date of Shareholders Approval	February 25, 2021	July 30, 2021	July 30, 2021	July 30, 2021
2	Total No. of Options approved under ESOP	26,57,825 Stock Options	29,12,050 Stock Options	5,06,740 Stock Options	8,61,415 Stock Units
3	Vesting Requirements	The Options/Units would vest not earlier than 1 year and not later than 4 years from the date of grant of Options/Units. 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.			
4	Maximum Term of Options/Units Granted	Options/Units granted shall be capable of being exercised within a period of 4(four) years from the date of vesting.			
5	Exercise Price or Pricing Formula	The Exercise price in respect of the Option/Units shall be determined by the Nomination and Remuneration Committee and shall be notified to the Option/ Units Grantees 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.			
6	Source of Shares (Primary, secondary or combination)	Primary	Primary	Secondary	NA
7	Variation in Terms of Options/Units	Variation in PDS ESOP 2021 approved on July 30, 2021. There have been no variations in the terms of the options/ units.			
8	Method of Option Valuation	Indian Accounting Standards (Ind AS) has been adopted by Company in previous financial year and accordingly, the Company has accounted the stock options/units at Fair Value Method.			

Sr. No.	Details of ESOP	PDS Limited - Employee Stock Option Plan 2021 (PDS ESOP 2021)	PDS Limited- Employee Stock Option Plan 2021 – Plan A (PDS ESOP Plan A)	PDS Limited- Employee Stock Option Plan 2021 – Plan B* (PDS ESOP Plan B)	PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021**
9	Difference between the above and employee compensation cost that shall have been recognized if it had used the fair value of the options/units (if method is Intrinsic Value Method)	Not Applicable			
10	Option movement during the Year				
	Number of Options/Units outstanding at the beginning of the period, i.e., April 1, 2023	20,73,910	28,76,925	1,61,225	3,08,125
	Number of Options/Units granted during the year	-	55,000	-	25,000
	Number of Options/Units forfeited/lapsed during the year	-	2,76,250	-	10,000
	Number of Options/Units vested during the year	3,95,000	6,85,570	40,306	80,625
	Number of Options/Units exercised during the year	6,50,000	3,25,419	9,056 [#]	46,500
	Number of Shares arising as a result of exercise of options/units	6,50,000	3,25,419	Nil [#]	Nil*
	Money realized by exercise of options/units (Amount in ₹)	7,15,00,000	6,86,10,660	23,36,865	Nil
	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable	Nil	Not Applicable
	Number of Options/units outstanding as at March 31, 2024	14,23,910	23,30,256	1,52,169	2,76,625
	Number of Options/units exercisable as at March 31, 2024	8,88,910	8,96,621	36,556	67,875
11	Weighted average exercise price of Options/Units granted whose				
	(a) Exercise Price equals market price	Refer Annexure A to this disclosure and Note No. 48 to Standalone Financial Statements			
	(b) Exercise Price is greater than market price				
	(c) Exercise Price is less than market price				
	Weighted average fair value of Options/units granted during the year whose				
	(a) Exercise Price equals market price	Refer Annexure A to this disclosure and Note No. 48 to Standalone Financial Statements			
	(b) Exercise Price is greater than market price				
	(c) Exercise Price is less than market price				
	Weighted Average Information:				
	The fair value of employee share options, see (A) above, has been measured using Black Scholes Merton Model. The fair value of the options and the inputs used in the measurement of the grant date fair values of the equity-settled share-based payment plan are as follows:				

Sr. No.	Details of ESOP	PDS Limited - Employee Stock Option Plan 2021 (PDS ESOP 2021)	PDS Limited- Employee Stock Option Plan 2021 – Plan A (PDS ESOP Plan A)	PDS Limited- Employee Stock Option Plan 2021 – Plan B* (PDS ESOP Plan B)	PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021**
12	Employee Wise details of- i) Options/units granted to Senior Managerial Personnel during the FY 2023-24 ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year; iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	-	-	-	-
13	A description of the method and significant assumptions used during the year to estimate the fair value of options.	Refer Annexure A to this disclosure and Note No. 48 to Standalone Financial Statements			

Notes:

PDS Multinational Fashions ESOP Trust has bought 43,419 equity shares from the market and has transferred 9,056 equity shares to the employees during the financial year ended March 31, 2024.

* Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Vistra ITCL (India) Limited is trustee.

** The Company's Stock Units are cash- settled with choice of settlement with the Company, and method used to account in fair value.

Details related to ESOP Trust

i) General Information on all schemes

Sr. No.	Particulars	Details
1	Name of the Trust	PDS Multinational Fashions ESOP Trust
2	Details of Trustee(s)	Vistra ITCL (India) Limited
3	Amount of loan disbursed by company / any company in the group, during the year	₹ 1,44,00,000.00
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	₹ 8,52,06,808.00
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NA
6	Any other contribution made to the Trust during the year	Nil

ii) Brief details of the transactions in shares by the trust

Number of Shares held at the beginning of the year	1,32,225 Equity Shares				
Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Sl. No.	Date	Mode of Acquisition	% of paid-up equity capital as at the end of the previous financial year	No. of Shares
	1	25/05/2023	Market Purchase	0.01	10,000
	2	26/05/2023	Market Purchase	0.02	20,000
	3	03/08/2023	Market Purchase	0.00	2,719
	4	04/08/2023	Market Purchase	0.01	7,600
	5	21/08/2023	Market Purchase	0.00	3,100
	Total			0.03	43,419
	Primary Issuance: Not Applicable				
	Weightage average cost of acquisition per share: ₹321.78				
Number of shares transferred to the employees / sold along with the purpose thereof	Pursuant to exercise of the stock options allotment to the employees under PDS ESOP Plan B, 9,056 equity shares to the employees during the financial year ended March 31, 2024.				
Number of shares held at the end of the year	1,66,588 Equity Shares				

iii) In case of secondary acquisition of shares by the Trust:

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	1,32,225
Acquired during the year	43,419
Sold during the year	0
Transferred to the employees during the year	9,056
Held at the end of the year	1,66,588

By & On Behalf of the Board of Directors
For PDS Limited

Dr. Deepak Kumar Seth
Chairman &
Non-Executive Director
DIN: 00003021

Pallak Seth
Executive Vice Chairman
DIN : 00003040

Date: May 14, 2024
Place: Mumbai, India

Annexure A

The Fair value of ESOPs granted under PDS ESOP Plan 2021 & PDS ESOP Plan A & PDS ESOP Plan B have been measured using the Black-Scholes option-pricing model using the following assumptions, sorted according to their grant dates:

Particulars	March 31, 2024	March 31, 2023
Weighted average Grant date fair value, per share (in ₹)	537.26	324.77
Weighted average Exercise price, per share (in ₹)	434.02	255.00
Assumptions used:		
Volatility	37% - 41%	36% - 37%
Expected lives (in years)	1.50 - 5.00	1.50 - 5.00
Risk-free interest rate	7.0% - 7.04%	6.89% - 7.19%
Expected dividend yield rate	0.28% - 0.43%	1.40% - 1.51%

Summarized information about movement in PDS ESOP Plan 2021 & PDS ESOP Plan A & PDS ESOP Plan B

Particulars	March 31, 2024		March 31, 2023	
	Number of options*	Weighted average exercise price per share (₹)	Number of options*	Weighted average exercise price per share (₹)
Outstanding at the beginning of the year	4,960,185	181.67	5,443,660	167.46
Granted during the year	55,000	434.02	470,000	255.00
Adjustment due to stock Split#	-	-	-	-
Exercised during the year	984,475	144.69	694,100	104.00
Forfeited during the year	136,875	219.00	259,375	224.00
Outstanding at the end of the year	3,893,835	193.30	4,960,185	181.67
Exercisable at the end of the year	1,809,168	171.05	1,700,685	139.82

Annexure 2

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures
(Information in respect of each subsidiary to be presented with amounts in ₹ in lakhs)

Part A-Subsidiaries

Sl. No.	Name of the subsidiary	Date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
1	Technician Fashions Pvt. Limited	20.03.2019	NA	INR	5.00	233.40	1,317.95	1,079.55	-	1,811.48	300.17	76.31	223.87	-	55.00%
2	DIZBI Private Limited	10.07.2020	NA	INR	1.00	2.52	32.88	29.36	-	(0.86)	(0.86)	-	(0.86)	-	100.00%
3	Noranka Manufacturing India Private Limited (Erstwhile Noranka Brands Private Limited)	01.02.2021	NA	INR	745.00	(305.08)	493.39	53.47	-	305.72	(31.01)	-	(51.01)	-	100.00%
4	Multinational Textile Group Limited	13.05.2014	NA	USD	18,171.68	32,307.58	94,647.10	44,167.84	313.20	-	13,535.40	86.52	13,448.87	-	100.00%
5	Nonwest Industries Limited	13.05.2014	NA	HKD	3,292.89	80,517.67	31,982.36	(51,828.20)	5,117.42	35,319.06	6,953.64	191.23	6,762.41	-	100.00%
6	PDS Sourcing Bangladesh Limited (Erstwhile Multinational OSG Services Bangladesh Private Limited)	13.05.2014	NA	BDT	892.51	(615.98)	385.42	8.89	-	-	(109.23)	2.03	(111.27)	-	99.97%
7	PDS Smart Fabric Tech Limited	07.09.2020	NA	HKD	211.63	82.60	294.23	-	-	0.86	(169.90)	-	(169.90)	-	100.00%
8	Techno Design GmbH	14.02.2014	NA	EUR	89.81	429.63	17,156.21	16,636.77	159.97	73,629.25	656.97	338.85	318.12	-	55.00%
9	Blueprint Design Limited	30.06.2016	NA	HKD	8.23	(3,440.88)	3.27	3,435.91	-	-	97.98	-	97.98	-	100.00%
10	PDS Fashions Limited	03.07.2018	NA	GBP	910.69	(1,184.08)	12,225.64	12,499.03	-	(508.07)	(508.07)	-	(508.07)	-	100.00%
11	Twins Asia FZCO	17.01.2019	NA	AED	22.54	529.33	3,904.30	3,352.43	-	9,474.05	388.58	-	388.58	-	85.00%
12	Design Arc FZCO	17.01.2019	NA	AED	22.54	(463.20)	2,359.55	2,780.21	-	1,047.26	(127.86)	-	(127.86)	-	85.00%
13	Kleider Sourcing FZCO	17.01.2019	NA	AED	22.54	1,021.28	4,792.07	3,748.26	-	42,513.56	3,952.12	-	3,952.12	-	51.00%
14	Spring Near East FZCO	17.01.2019	NA	GBP	20.82	2,489.98	5,188.33	2,677.55	-	3,117.26	596.97	-	596.97	-	55.00%
15	Techno Sourcing BD Limited	22.10.2019	NA	BDT	73.36	202.61	508.40	232.42	-	826.02	45.13	78.34	(33.21)	-	49.00%
16	Clover Collections FZCO	20.02.2020	NA	AED	22.54	2,103.52	13,144.22	11,018.15	-	57,991.81	5,406.54	-	5,406.54	-	75.00%
17	PDS Fashion USA Limited	13.05.2014	NA	HKD	338.58	(239.02)	1,471.63	1,372.07	-	70.88	(70.88)	-	(70.88)	-	100.00%
18	Techno Design HK Limited	13.05.2014	NA	HKD	82.32	4,030.26	17,044.70	12,932.12	-	15,278.63	2,348.79	3.36	2,345.41	-	55.00%
19	PG Group Limited	13.05.2014	NA	USD	827.95	1,629.20	7,503.81	5,046.67	-	13,021.00	820.79	-	820.79	-	51.00%
20	PG Shanghai Manufacturer Co. Ltd	13.05.2014	NA	RMB	145.52	(123.27)	277.63	295.37	-	(25.78)	(25.78)	-	(25.78)	-	51.00%
21	PG Home Group Limited	13.05.2014	NA	USD	206.98	2,197.43	3,327.34	922.93	-	3,315.57	218.47	-	218.47	-	45.90%
22	PG Home Group SPA	13.05.2014	NA	CLP	2.84	(481.76)	232.79	711.71	-	9.78	9.78	-	9.78	-	45.90%
23	Grupo Sourcing Limited, Hongkong	15.03.2016	NA	HKD	82.32	552.07	1,813.57	1,179.18	-	2,756.02	80.28	-	80.28	-	51.00%
24	Grupo Sourcing Limited, Bangladesh	15.03.2016	NA	BDT	224.36	(539.27)	1,161.07	1,475.98	-	2,523.65	(124.45)	44.08	(168.53)	-	51.00%
25	Zamira Fashion Limited	13.05.2014	NA	HKD	205.81	1,017.40	8,659.04	7,435.84	-	26,936.26	1,637.26	15.54	1,621.71	-	67.00%
26	PDS Brands Manufacturing Limited ⁴	24.10.2014	NA	HKD	172.88	521.36	9,700.90	9,006.66	-	28,552.94	293.62	-	293.62	-	100.00%
27	Zamira Fashion Limited Zhongshan	26.06.2015	NA	RMB	339.48	(193.26)	161.10	14.88	-	19.90	19.90	-	19.90	-	67.00%
28	Poetcgem International Limited	13.05.2014	NA	HKD	35.67	753.42	8,807.11	8,018.02	-	32,518.35	118.67	-	118.67	-	100.00%
29	Kindred Fashion Limited	23.08.2016	NA	HKD	0.01	(14.46)	12.71	27.16	-	(0.05)	(0.05)	-	(0.05)	-	100.00%
30	Simple Approach Limited	13.05.2014	NA	HKD	2,851.89	3,888.28	43,104.89	36,384.72	-	1,34,887.26	4,150.24	673.14	3,477.09	-	85.00%
31	Simple Approach (Canada) Limited	02.05.2013	NA	CAD	0.06	209.65	211.68	1.96	-	(1.24)	(1.24)	-	(1.24)	-	85.00%
32	PDS Asia Star Corporation Limited	13.05.2014	NA	HKD	246.97	1,643.36	10,727.92	8,837.60	-	38,639.81	275.45	-	275.45	-	60.00%
33	PDS Trading (Shanghai) Co. Ltd	13.05.2014	NA	RMB	692.89	(398.75)	515.26	221.12	-	(36.74)	(36.74)	-	(36.74)	-	60.00%
34	Casa Forma Limited	13.05.2014	NA	GBP	962.75	(940.94)	24.40	2.60	-	42.05	2.77	-	2.77	-	100.00%
35	PDS Sourcing Limited	13.05.2014	NA	USD	11,580.51	3,261.54	19,039.59	4,197.54	-	7,822.45	5,192.38	82.54	5,109.84	-	100.00%
36	GoodEarth Lifestyle Limited	15.03.2016	NA	HKD	6,091.85	(5,919.96)	22,149.43	22,029.54	-	10,403.32	(306.68)	-	(306.68)	-	100.00%
37	GoodEarth Apparel Ltd.	04.05.2016	NA	BDT	13,475.02	(2,745.94)	25,532.52	14,864.43	-	22,750.29	522.91	281.26	241.65	-	99.98%
38	Progress Manufacturing Group Limited	17.07.2015	NA	HKD	16,472.70	(6,588.25)	28,699.15	18,814.70	-	18,649.88	(306.58)	-	(306.58)	-	100.00%
39	Progress Apparel (Bangladesh) Limited	12.07.2015	NA	BDT	18,693.62	(11,646.09)	21,025.12	13,977.60	-	34,743.59	1,395.50	325.73	1,069.78	-	100.00%
40	PDS Ventures Limited	25.11.2015	NA	USD	20,472.33	(1,022.72)	19,456.48	6.87	206.98	25.56	25.56	-	25.56	-	100.00%
41	Poetic Brands Limited	15.01.2015	NA	GBP	52.04	1,688.90	8,434.59	6,693.65	-	14,326.96	271.60	46.61	224.99	-	60.00%
42	Poetcgem Limited	13.05.2014	NA	GBP	52.04	1,201.87	17,454.63	5,300.71	46.08	21,424.86	477.16	117.48	359.68	-	100.00%
43	Design Arc UK Limited	21.10.2016	NA	GBP	52.04	1,879.34	4,041.89	2,110.51	-	2,708.71	857.68	(31.23)	888.91	-	85.00%
44	Recovered Clothing Limited	24.07.2018	NA	GBP	52.04	(225.96)	4,732.70	4,906.62	-	1,349.48	(99.92)	-	(99.92)	-	60.00%

Sl. No.	Name of the subsidiary	Date since subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
45	Techno Design USA LLC	16.04.2020	NA	USD	-	(1,37.13)	-	137.13	-	-	-	-	-	-	55.00%
46	360 Notch Limited	31.07.2015	NA	HKD	82.32	(2,690.75)	691.20	3,299.63	-	1,782.78	373.46	-	340.02	-	100.00%
47	Fareast Vogue Limited	13.05.2014	NA	HKD	8.23	-	26.94	18.71	-	-	(111.44)	-	(111.44)	-	55.00%
48	Casa Collective Limited	19.01.2018	NA	HKD	82.32	(2,373.47)	1,128.35	3,419.50	-	1,212.38	343.71	-	343.71	-	75.00%
49	Nor Lanka Manufacturing Limited	22.10.2008	NA	HKD	1.32	5,989.67	18,651.78	12,660.79	-	67,696.66	3,931.23	-	3,931.23	-	100.00%
50	Krayons Sourcing Limited	16.12.2014	NA	HKD	8.23	(2,706.73)	16,249.62	13,534.67	-	46,101.90	2,033.43	-	2,033.43	-	75.00%
51	Design Arc Europe Limited	13.05.2015	NA	HKD	82.32	(2,132.94)	454.79	2,505.41	-	2,648.85	(59.31)	-	(59.31)	-	70.00%
52	Kleider Sourcing Hong Kong Limited	01.10.2018	NA	HKD	759.35	(572.77)	1,086.76	475.03	-	-	(88.36)	(11.98)	(76.40)	-	51.00%
53	Kleider Sourcing	01.10.2018	NA	BDT	0.82	(5,292.28)	530.69	3,441.11	-	17,893.72	(625.25)	-	(625.25)	-	80.00%
54	PDS Far-east Limited	23.08.2016	NA	HKD	0.82	(26.41)	3,463.89	8,755.35	-	-	(4.52)	-	(4.52)	-	57.50%
55	Kindred Brands Limited	23.10.2018	NA	HKD	8.23	(2,445.94)	3,567.27	29.25	-	3,020.65	(200.78)	-	(200.78)	-	100.00%
56	Styleberry Limited	13.09.2016	NA	HKD	8.23	(913.45)	2,491.12	1,121.41	-	3,443.53	(509.72)	-	(509.72)	-	100.00%
57	PDS Far East USA, Inc.	11.07.2017	NA	HKD	41.16	(1,818.89)	30,019.63	6,863.43	19,227.72	-	(1,896.68)	-	(1,896.68)	-	100.00%
58	PDS Ventures Limited	28.12.2017	NA	HKD	18,818.89	4,337.31	30,019.63	6,863.43	-	(287.19)	(287.19)	-	(287.19)	-	65.00%
59	Apex Black Limited	28.12.2017	NA	HKD	8.23	5,310.31	7,777.31	2,458.77	7,770.51	-	(257.88)	-	(257.88)	-	85.00%
60	Jcraft Array Limited	12.04.2018	NA	HKD	41.16	(25.02)	2,094.7	193.33	-	1,132.66	(27.52)	-	(27.52)	-	100.00%
61	Rising Asia Star Hong Kong Co., Limited	13.05.2014	NA	HKD	8.23	(1,605.34)	27.05	1,624.15	-	3,044.10	(533.77)	-	(533.77)	-	70.00%
62	PDS Tailoring Limited	13.05.2014	NA	HKD	8.23	(1,827.12)	1,668.96	3,487.85	-	16,717.14	(914.59)	(106.94)	(807.65)	-	65.00%
63	Spring Near East Manufacturing Co. Limited	13.05.2014	NA	GBP	140.48	2,037.11	5,485.72	3,308.13	-	6,612.02	581.56	-	581.56	-	100.00%
64	Clover Collections Limited	13.05.2014	NA	HKD	164.64	(1,752.53)	2,505.25	1,555.01	-	(41.28)	(41.28)	-	(41.28)	-	57.50%
65	JJ Star International Limited	01.10.2018	NA	HKD	41.16	(1,527.26)	2.68	1,714.05	-	18,726.64	1,057.93	-	1,057.93	-	98.00%
66	Twins Asia Limited	27.07.2015	NA	HKD	90.49	1,527.26	14,135.20	12,517.44	-	56,375.50	2,088.53	-	2,088.53	-	98.00%
67	Design Arc Asia Limited	18.12.2012	NA	HKD	117.80	2,676.96	14,771.45	11,976.69	-	2,440.45	(198.05)	5.05	(203.11)	-	100.00%
68	Smart Notch Limited, Shanghai	20.04.2018	NA	RMB	57.74	122.71	568.96	388.51	-	5,820.36	(93.01)	-	(93.01)	-	55.00%
69	LilyandSid Ltd	10.03.2020	NA	GBP	0.13	30.74	2,531.01	2,531.01	-	10,034.53	454.46	104.10	350.35	-	100.00%
70	Nor Lanka Manufacturing Colombo Limited	13.05.2014	NA	HKD	3,723.88	(783.39)	7,132.83	2,625.56	-	13.84	(203.04)	-	(203.04)	-	70.00%
71	Brand Collective Limited	30.09.2020	NA	HKD	12.35	(344.61)	31.41	363.67	-	85,040.44	1,467.93	-	1,467.93	-	75.00%
72	Poetigerm International FZCO	01.02.2021	NA	AED	22.54	6,796.20	16,971.36	16,170.68	-	21.20	-	-	-	-	100.00%
73	PDS Multinational FZCO	01.02.2021	NA	AED	9,536.24	6,796.20	16,983.13	650.70	-	21.20	-	-	-	-	100.00%
74	PDS Manufacturing Limited	22.03.2021	NA	USD	24,268.43	(6.57)	24,773.87	512.01	-	-	-	-	-	-	100.00%
75	Norlanka Progress (Private) Ltd	20.10.2015	NA	LKR	1.00	(2.04)	112.07	113.11	-	(0.75)	(0.75)	-	(0.75)	-	100.00%
76	PDS Brands Private Limited	28.07.2021	NA	INR	-	(459.36)	515.10	974.45	-	(11.65)	(11.65)	-	(11.65)	-	100.00%
77	Spring Design London Limited	13.05.2021	NA	GBP	-	259.06	968.25	686.65	-	2.56	2.56	-	2.56	-	100.00%
78	PG Capital FZE	27.09.2021	NA	AED	22.54	24.35	46.89	46.89	-	36.32	36.32	-	36.32	-	100.00%
79	PDS Brands Manufacturing FZCO	01.01.2022	NA	AED	22.54	24.35	46.89	46.89	-	36.32	36.32	-	36.32	-	100.00%
80	S.O.T. Garments India Pvt Limited	01.12.2021	NA	INR	5.00	442.27	530.35	83.08	-	238.60	31.13	(7.76)	38.89	-	55.00%
81	Brand Collective Corporation Limited	29.11.2021	NA	GBP	0.01	(831.11)	781.64	1,612.74	-	2,032.16	(117.32)	-	(117.32)	-	70.00%
82	Sourcing Solutions Limited	31.05.2021	NA	HKD	8.23	(277.68)	894.67	902.98	-	11,546.99	407.36	-	407.36	-	51.00%
83	Simple Approach Bangladesh Private Limited	25.05.2022	NA	BDT	269.37	(48.66)	35.70	81.67	-	(243.57)	27.47	-	(271.04)	-	85.00%
84	Design Arc Europe SPA	13.05.2014	NA	EUR	2.69	(48.66)	35.70	81.67	-	1.22	1.22	-	1.22	-	70.00%
85	DBS Lifestyle India Private Limited	27.10.2022	NA	INR	2.04	1,231.34	3,049.93	1,816.55	-	2,022.17	(809.33)	(203.92)	(605.41)	-	51.00%
86	Suri Overseas Private Limited	27.10.2022	NA	INR	2.09	12.04	70.20	56.07	-	86.21	(41.04)	(10.31)	(30.74)	-	51.00%
87	S.Oliver Fashion India Private Limited	27.05.2022	NA	INR	1,314.00	(1,090.59)	238.49	15.08	-	5.38	5.38	-	5.38	-	55.00%
88	Sunny Up Limited	09.08.2022	NA	GBP	0.00	697.23	2,201.55	1,504.32	-	228.39	66.09	-	162.29	-	60.00%
89	PDS Fashions Hong Kong Limited	02.08.2022	NA	HKD	8.23	(58.03)	354.48	404.28	-	(0.74)	-	-	(0.74)	-	100.00%
90	PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)	10.10.2022	NA	HKD	-	-	-	-	-	-	-	-	-	-	100.00%
91	PDS Design Services Limited	08.12.2022	NA	HKD	8.23	(1.08)	7.15	-	-	(1.09)	(1.09)	-	(1.09)	-	100.00%
92	PDS Lifestyle Limited	08.12.2022	NA	HKD	8.23	(1.60)	6.63	-	-	(1.61)	(1.61)	-	(1.61)	-	51.00%
93	SKOPE Apparel FZCO	26.12.2022	NA	AED	22.54	530.88	2,549.51	1,996.09	-	5,967.64	534.88	-	534.88	-	75.00%
94	Infinity Fashion FZCO	26.12.2022	NA	AED	22.54	(54.36)	1,506.09	1,537.91	-	(14.58)	(14.58)	-	(14.58)	-	75.00%
95	PDS Logistics FZCO	03.10.2022	NA	AED	22.54	(21.49)	7.48	6.38	-	(12.61)	(12.61)	-	(12.61)	-	51.00%
96	PDS Sourcing FZCO	26.10.2022	NA	AED	22.54	(6.29)	102.10	85.85	-	(3.80)	(3.80)	-	(3.80)	-	100.00%
97	Collaborative Sourcing Services FZCO	25.07.2022	NA	AED	22.54	710.21	1,746.50	1,013.75	-	1,838.51	162.29	-	162.29	-	75.00%
98	Lily and Liomel London Limited	06.01.2023	NA	GBP	0.10	(339.37)	405.52	744.78	-	(268.82)	(268.82)	-	(268.82)	-	85.00%
99	PG Group SPA	24.01.2023	NA	EUR	2.84	3.94	17.93	11.14	-	2.29	(1.25)	-	3.54	-	51.00%

Sl. No.	Name of the subsidiary	Date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
100	PDS Collective Sourcing Limited (Erstwhile Casa Collective Sourcing Limited)	17.03.2023	NA	HKD	82.32	-	0.60	81.73	-	-	-	-	-	-	75.00%
101	Design Arc Brands Limited	22.02.2023	NA	GBP	0.10	(1,116.97)	234.31	1,351.18	-	9.89	(962.81)	-	(962.81)	-	85.00%
102	PDS Global Procurement Service FZCO	22.03.2023	NA	AED	22.54	(487.61)	52.17	517.24	-	61.02	(491.28)	-	(491.28)	-	100.00%
103	Upcycle Labs Limited	21.09.2021	NA	GBP	520.92	(771.49)	1,986.54	2,237.11	-	166.11	(708.31)	-	(708.31)	-	61.00%
104	Pangram Brands Global Private Limited	13.05.2014	NA	INR	5.00	(0.22)	5.08	0.30	-	-	(0.30)	(0.08)	(0.22)	-	51.00%
105	Simple Approach Home Limited	28.09.2023	NA	HKD	82.32	-	82.32	-	-	-	-	-	-	-	85.00%
106	Moda & Beyond Limited	04.08.2023	NA	GBP	10.41	(201.77)	910.58	1,101.95	-	856.38	(204.10)	(47.38)	(204.10)	-	64.00%
107	Wonderwall (FE) Limited, Hong Kong	01.04.2023	NA	HKD	0.00	(345.00)	1,738.38	2,083.38	-	1,202.73	(155.09)	-	(155.09)	-	63.75%
108	Wonderwall (FE) Limited	01.04.2023	NA	GBP	0.00	(615.49)	437.91	1,053.40	-	-	(67.89)	-	(67.89)	-	63.75%
109	Techno Sourcing Bangladesh Limited	25.07.2023	NA	TBD	41.04	(24.88)	93.03	76.88	-	269.44	2.05	26.93	(24.88)	-	100.00%
110	Techno Sourcing DJS TICARET ANONIM ŞİRKETİ	31.05.2023	NA	TRY	100.91	29.03	185.31	55.37	-	830.48	24.19	3.35	24.19	-	55.00%
111	Techno (Shanghai) Trading Co., Ltd.	02.06.2023	NA	RMB	248.67	68.84	341.21	23.70	-	711.23	72.19	3.35	68.84	-	55.00%
112	New Lobster Limited	03.04.2023	NA	GBP	0.00	15,340.74	35,171.27	19,830.52	-	52,942.53	2,851.14	712.78	2,138.36	-	100.00%
113	PDS Lifestyle Limited, United Kingdom	08.05.2023	NA	GBP	0.00	214.57	15,580.92	15,366.35	-	-	1,915.22	-	1,915.22	-	100.00%
114	PDS Dsgn FZCO (Erstwhile PDS Lifestyle FZCO)	08.05.2023	NA	AED	22.54	(224.39)	103.97	305.82	-	123.42	(226.09)	-	(226.09)	-	100.00%
115	Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	08.05.2023	NA	AED	22.54	-	22.54	-	-	-	-	-	-	-	100.00%
116	Design Hub Sourcing FZCO	10.04.2023	NA	AED	22.54	72.88	827.59	732.17	-	1,035.95	73.43	-	73.43	-	100.00%
117	PDS Radius Brands FZCO	03.07.2023	NA	AED	22.54	(244.20)	413.51	635.17	-	257.67	(246.04)	-	(246.04)	-	75.00%
118	The Source Fashions Platform FZCO	10.08.2023	NA	AED	22.54	(3.02)	24.93	5.41	-	16.81	(3.05)	-	(3.05)	-	85.00%
119	Nodes Studio LDA	19.10.2023	NA	EUR	0.09	(442.44)	240.33	682.68	-	60.84	(334.08)	-	(334.08)	-	90.00%
120	Progressive Crusade Unipessoal LDA	19.10.2023	NA	EUR	0.09	(463.05)	238.84	701.60	-	353.74	(291.01)	-	(291.01)	-	60.00%
121	Home Sourcing Solutions Limited	24.11.2023	NA	HKD	82.32	-	82.32	-	-	-	-	-	-	-	85.00%
122	Vivere London Limited	29.10.2023	NA	GBP	0.10	296.70	495.55	198.76	-	255.12	(73.57)	-	(73.57)	-	57.00%
123	Sourcing Solutions Europe BVBA	29.10.2023	NA	EUR	53.89	(1,476.98)	57.56	1,480.65	-	30.42	(61.61)	-	(61.61)	-	51.00%
124	The Brand Group Limited	26.01.2024	NA	HKD	-	-	-	-	-	-	-	-	-	-	100.00%
125	INFINITY FASHION TEDARIK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as GEORGE TEDARIK HİZMETLERİ ANONİM ŞİRKETİ)	12.03.2024	NA	AED	19.97	460.90	1,234.43	753.55	-	-	30.95	-	30.95	-	100.00%
126	Collective Near East Sourcing Services FZCO	06.03.2024	NA	AED	22.54	-	22.54	-	-	-	-	-	-	-	100.00%
127	DH Sourcing Limited	27.03.2024	NA	BDT	7.60	-	7.60	-	-	-	-	-	-	-	60.00%

*Investments except investment in Group entities (Subsidiaries / Joint ventures / Associates).

** Extent of shareholding is the shareholding at PDS Group level. For further details, refer note 2 of consolidated financial statements

Notes:

1. Names of subsidiaries which are yet to commence operations

PDS Fashions Hong Kong Limited

PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)

PDS Design Services Limited

PDS Lifestyle Limited

SKOPE Apparels FZCO

Infinity Fashion FZCO

PDS Logistics FZCO

PDS Sourcing FZCO

Collaborative Sourcing Services FZCO

Simple Approach Home Limited

Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)

Home Sourcing Solutions Limited

The Brand Group Limited

Infinity Fashion TEDARİK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as George TEDARİK HİZMETLERİ ANONİM ŞİRKETİ)

Collective Near East Sourcing Services FZCO

DH Sourcing Limited

2. There are below subsidiaries which have been liquidated or sold during the year.

PDS Global Investments Limited

F. X. Import Company Limited

Poetic Knitwear Ltd

Pacific Logistics Ltd

3. Details of reporting currency and the rate used in the preparation of consolidated financial statements

Currency	For Conversion	
	Closing rate (in ₹)	Average rate (in ₹)
HKD	10.58	10.66
USD	82.79	83.40
GBP	104.08	105.28
RMB	11.55	11.55
AED	22.54	22.71
BDT	0.76	0.76
EUR	89.81	89.99
INR	1.00	1.00
CAD	61.40	61.60
LKR	0.26	0.28
TRY	3.09	2.58
CLP	0.09	0.09

4. Winding up process has been initiated for Norlanka Progress Private Ltd.

Part B- Joint Ventures / Associates

Sl. No.	Name of Associates or Joint Ventures (1)	Latest audited Balance Sheet Date (2)	Date on which the Associate or JV was associated or acquired (3)	Shares of Associate or Joint Ventures held by the company on the year end (4)		Description of how there is significant Influence (5)	Reason why the associate/ Joint venture is not consolidated (6)	Networth attributable to shareholding as per latest audited Balance Sheet (7)	Profit or Loss for the year (₹ Lacs) (8)	
				No.	Extent of Holding (in percentage)				Considered in Consolidation	Not Considered in Consolidation
Joint ventures										
1	Redwood Internet Ventures Limited	31-Mar-24	09.12.2015	5,000	USD 5000	50.00%	50% joint venture	NA	-	-
2	Digital Internet Technologies Limited	31-Mar-24	25.02.2016	10,000	USD 10000	50.00%	50% joint venture	NA	-	-
3	Digital Ecom Techno Private Limited	31-Mar-24	17.06.2016	26,62,445	INR 10,81,000	42.14%	50% joint venture	NA	-	-
4	Yellow Octopus EU Sp. Z.oo	31-Mar-24	27.09.2021		AED 4,36,20,998	50.00%	50% joint venture	NA	574.16	94.69
5	Yellow Octopus-UK Limited (Formerly Yellow Octopus Fashion Ltd)	31-Mar-24	27.09.2021		USD 10000	50.00%	50% joint venture	NA	(16.87)	96.14

Sl. No.	Name of Associates or Joint Ventures (1)	Latest audited Balance Sheet Date (2)	Date on which the Associate or JV was associated or acquired (3)	Shares of Associate or Joint Ventures held by the company on the year end (4)		Description of how there is significant Influence (5)	Reason why the associate/ Joint venture is not consolidated (6)	Network attributable to shareholding as per latest audited Balance Sheet (7)	Profit or Loss for the year (₹ Lacs) (8)	
				No.	Amount of Investment in Associates or Joint Venture				Extent of Holding (in percentage)	Considered in Consolidation
6	Yellow Octopus Ventures FZCO	-	27.09.2021	-	-	50% joint venture	NA	-	-	-
	Associates									
1	GWD Enterprises Limited	-	21.10.2010	100 A Shares and 25 B shares	0	Group holds investment which by share ownership is deemed to be an associate company	NA	-	-	-
2	Loop Digital Wardrobe Limited	31-Mar-24	15.09.2021	2,00,000	GBP 121695		NA	23.00	(30.65)	-
3	Nobleswear		19.01.2024	70,28,000	HKD 8098980		NA	5.60	-	-
4	MAMBO LEISURE MASTERS LIMITED		22.09.2023	25,000	GBP 15000		NA	-	-	-
5	Reflaunt Pte Limited	-	27.09.2021				NA	-	-	-

By & On Behalf of the Board of Directors
For PDS Limited

Deepak Seth
Chairman & Non-Executive Director
DIN : 00003021

Pallak Seth
Vice Chairman & Executive Director
DIN : 00003040

May 14, 2024
Place: Mumbai, India

Annexure 3

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
PDS Limited
Unit No.971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri (East),
Mumbai, Maharashtra—400093, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PDS Limited (hereinafter called "the Company") (CIN: L18101MH2011PLC388088) for the period ended March 31, 2024 ("**Audit Period**"). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the Audit Period according to the provisions/clauses of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations");

- b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) The Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India and notified by the Central Government under Section 118(10) of the Act.

We Inform that, during the year, there were no transaction undertaken by the Company which required compliance of the following Act, rules and regulations made thereunder:

- (i) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (ii) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (iii) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (iv) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

We further report that, having regard to the representation made by the Company, its officers and compliance reports from the management for systems and mechanism framed by the Company, and on the examination of the relevant documents and records in pursuance thereof, on test-check basis the Company has complied with the laws i.e. as stated in **Annexure I** attached herewith, applicable to the Company and with the laws applicable specifically to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above (hereinafter together referred to as "Applicable Laws") except the following:

Non-Compliance:

1. *Regulation 17(1) of the Listing Regulations: Non-compliance with the requirements pertaining to appointment of at least one Independent Women Director and consequently affecting the Board Composition of the Company.*

Observation:

The Change in the designation of Ms. Yael Gairola from 'Non-Executive - Independent Director' to 'Non-Executive - Non-Independent Director w.e.f., July 26, 2023, resulted into a casual vacancy in the office of Independent Women Director and consequently affecting the Board Composition of the Company. The said casual vacancy was filled and board composition was satisfied w.e.f., November 28, 2023.

The stock exchanges had issued a notice to the Company regarding said non-compliance and that the Company has duly rectified the said non-compliance during the period under review.

Management Response:

This delay in appointment of Independent Women Director was multifaceted and was attributed due to several factors inherent to the industry in which the Company operates, the global presence it maintain, and the thorough evaluation process diligently undertaken by the Nomination and Remuneration Committee ("NRC") and Board of Directors ("Board"). The comprehensive overview of the key contributing factors towards filling the casual vacancy are as follows:

- **Industry Dynamics:** The unique characteristics and demands of the industry require the Company to identify a Director whose skill set, expertise, and vision align seamlessly with the strategic objectives.
- **Global Presence:** The Company commitment to maintaining a global presence adds a layer of complexity to the Director selection process. Evaluating candidates on a global scale requires meticulous coordination, as it endeavor to identify a professional who not only embodies the values but also brings a diverse perspective that resonates with the international stakeholders of the Company.
- **Extensive Evaluation Process:** The Company is dedicated to upholding the highest standards of corporate governance, which translates into an exhaustive evaluation process. This process involves stringent criteria, thorough due diligence, and a commitment to diversity and inclusion.

The NRC and Board of the Company prioritized in addressing the casual vacancy for an Independent

Women Director. Despite diligent efforts and thorough selection process, the Company was unable to fill the casual vacancy from October 26, 2023, to November 27, 2023. However, the position was successfully filled on November 28, 2023.

2. *Regulation 30 read with Schedule III Part A Para A: Schedule of analysts or institutional investors.*

Observation:

A few instances are noted where the details of the Schedule of analyst and/or institutional investors meets were intimated with a delay.

Management Response:

Occasional delays in providing advance notice for analyst and/or institutional investor meetings happened due to unintentionally scheduling calls on non-working days. Nevertheless, the Company ensured that the stakeholders were promptly informed however on the following working day.

I further report that:

Composition

- (i) As on 31 March 2024, the Board of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors including an Independent Woman Director. The changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act and Listing Regulations.

Board Function

- (ii) Adequate notices for the meetings of the Board and board committees constituted by the Board were given to all the directors and members of the Committee. The agenda and detailed notes on the agenda were sent at least seven days in advance. In case of circulation of agenda or detailed notes on agenda at shorter notice, due consent of the Board/ Committee was taken. The Company has a system in place where the directors can seek further information and clarifications on the agenda items before the meeting to ensure their meaningful participation at the meetings.
- (iii) All the decisions at Board meetings and Board committee meetings were unanimously consented and there was no instance of dissent in any of the business matters at the Board or Board committee meetings.

There was no instance of any dissent raised by any member in any of the business matters approved at such meetings.

Compliance of Applicable Laws:

- (iv) All the business activities undertaken by the Company were authorized under Clause III (i.e. Objects Clause) of the Memorandum of Association of the Company.

- (v) All meetings of shareholders, Board, and board committees of the Company have been duly and validly conducted, and the minutes and necessary records have been properly maintained.
- (vi) The Company has maintained all registers and records as are required to be maintained under the Applicable Laws.
- (vii) The Company has not accepted any public deposits under the Applicable Laws.
- (viii) The Company did not enter into any material transaction with any related party that required the approval of the shareholders under the provisions of the Applicable Laws.

- (ix) All the shares allotted pursuant to exercise of stock options were duly listed on the Stock Exchanges, where the shares of the Company had been listed within the prescribed timeline.

We have neither identified nor have we reported any fraud committed under the provisions of the Act or applicable laws.

No other notable specific events/actions which took place in the Company are required to be reported in this report.

This report shall be read with Annexure I and II enclosed along with this report.

For SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600F000363621

Peer Review Certificate No.: 1112/2021

Place: Thane

Date: May 14, 2024

ANNEXURE I

List of other laws applicable to the Company

Under the Major Group and Head

1. The Child Labour (Prohibition and Regulation) Act, 1986
2. The Maternity Benefit Act, 1961
3. The Payment of Bonus Act, 1965
4. The Payment of Wages Act, 1936
5. The Minimum Wages Act, 1948
6. The Payment of Gratuity Act, 1972
7. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
8. The Apprentices Act, 1961
9. The Contract Labour (Regulation and Abolition) Act, 1970
10. The Employees Compensation Act, 1923
11. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
12. The Employees State Insurance Act, 1948
13. The Equal Remuneration Act, 1976
14. The Shops and Establishment Act for each state where the Company has its office situated.
15. The Rights of Persons with Disabilities Act, 2016
16. Fire Prevention and Life Safety Measures

For SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600F000363621

Peer Review Certificate No.: 1112/2021

Place: Thane

Date: May 14, 2024

ANNEXURE II

To,
The Members,
PDS Limited
Unit No.971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri (East),
Mumbai, Maharashtra—400093, India

The Secretarial Audit Report of even date is to be read along with this letter.

Auditor's Responsibility

1. Our objective is to obtain reasonable assurance about compliance under applicable laws, maintenance of records and issue a report that includes my opinion. While reasonable assurance in high level assurance, due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the standards.
2. We have followed the audit practices and processes in accordance with CSAS-1 to CSAS-4 i.e. the Auditing Standards issued by ICSI, which were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct.

Management Responsibility

3. The compliance of provisions of all laws, rules, regulations, standards applicable to PDS Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures maintained by the Company and required for the purpose of issue of the Secretarial Audit Report.
4. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue a Secretarial Audit Report, based on the audit of the relevant records maintained and furnished by the Company, along with explanations where so required.

Others

5. The verification compliance and records were done on a test check basis to ensure that correct facts are reflected in secretarial and other records produced. We believe that the processes and practices, we follow provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company and relied on the report presented by the Statutory Auditors of the Company
7. *This Report has been issued with a modified opinion and we have highlighted the non-compliance in italics.*
8. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
9. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600F000363621

Peer Review Certificate No.: 1112/2021

Place: Thane

Date: May 14, 2024

Annexure 4

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

(Pursuant to the Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. A brief outline of the company's CSR policy of the Company:

The Company is dedicated to embracing sustainable business practices that integrate economic, environmental, and social considerations, extending beyond our operations to benefit the surrounding communities. We prioritize fulfilling our social and environmental responsibilities to meet the needs and expectations of these communities. Our approach to Corporate Social Responsibility (CSR) extends beyond mere philanthropy, encompassing comprehensive community development, institution-building, and sustainability-driven initiatives. Through our CSR Policy, we aim to foster dedicated efforts in areas such as supporting primary education and promoting the sustainable development of society and the environment, striving to create a better world for future generations.

2. The Composition of the CSR Committee as on March 31, 2024:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee during the year	
			Held	Attended
1.	Mr. Mungo Park	Non-Executive - Independent Director, Chairman	2	2
2.	Mr. Pallak Seth	Executive Vice Chairman, Member	2	2
3.	Mr. Parth Gandhi	Non-Executive - Non-Independent Director, Member	2	2

3. The web link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of the CSR committee: <https://pds ltd.com/investors/board-of-directors-and-committees/>.

CSR Policy: <https://pds ltd.com/wp-content/uploads/2023/06/Corporate-Social-Responsibility-Policy.pdf>

The Board of Directors at its meeting held on May 10, 2023, has approved the annual action plan / projects, the details of which are available on our website, at https://pds ltd.com/wp-content/uploads/2024/02/CSR-Presentation_10-May-2023.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable – Not Applicable.

5. Net Profit Calculation:

a)	Average net profit of the company as per sub-section (5) of section 135.	₹15,21,77,496
b)	Two percent of average net profit of the company as per section 135(5).	₹30,43,550
c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
d)	Amount required to be set off for the financial year, if any.	Nil
e)	Total CSR obligation for the financial year (5b+5c-5d).	₹30,43,550

During the Financial Year 2023-24, the Company allocated ₹56,72,490 towards CSR initiatives, surpassing the mandatory requirements outlined in the Companies Act, 2013. This CSR contribution was directed to Soham for Kids, a society registered under Indian laws for the purpose of conducting CSR activities.

6. Details of CSR Amount Spent:

a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	₹56,72,490
b)	Amount spent in Administrative Overheads.	Nil
c)	Amount spent on Impact Assessment, if applicable.	Nil
d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	₹56,72,490

e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
56,72,490	-	-	-	-	-

f) Excess amount for set-off, if any: NIL

Sr. No.	Particulars	Amount (in ₹)
(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	30,43,550
ii.	Total amount spent for the Financial Year	56,72,490
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of Transfer	
				NIL			

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable.**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: **Not Applicable.**

By Order of the Board of Directors
for PDS Limited

Dr. Deepak Kumar Seth
Chairman &
Non-Executive Director
DIN: 00003021

Mungo Park
Independent Director
Chairman of CSR Committee
DIN: 09390792

Date: May 14, 2024
Place: Mumbai, India

Annexure 5

Details pertaining to remuneration as required under Section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for financial year 2022-23 along with percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in the financial year 2023-24.

The median remuneration of employees of the Company during 2023-24 was ₹ 10,10,300/- and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is provided in the table below:

Sr. No.	Name of Directors/ Key Managerial Personnel (KMPs)	Designation	Remuneration of Director/ KMPs for 2023-24 (₹ In Lakhs)	Ratio of Directors Remuneration to Median Remuneration of Employees for 2023-24	% increase in Remuneration in the FY 2023-24 [#]
1	Dr. Deepak Kumar Seth	Non-Executive Director	Nil	NA	NA
2	Mrs. Payel Seth	Non-Executive Director	Nil	NA	NA
3	Mr. Pallak Seth	Executive Vice Chairman	Nil	-	-
4	Mr. Parth Gandhi [^]	Non-Executive Director	55.25	NA	NA
5	Mr. Robert Sinclair [*]	Independent Director	Nil [*]	-	-
6	Mr. Mungo Park [*]	Independent Director	Nil [*]	-	-
7	Ms. Yael Gairola [*]	Non-Executive Director	Nil [*]	-	-
8	Mr. Nishant Parikh [*]	Independent Director	Nil [*]	-	-
9	Mr. B G Srinivas [%]	Independent Director	Nil [*]	-	-
10	Ms. Sandra Campos [§]	Independent Director	Nil [*]	-	-
11	Mr. Sanjay Jain ^{^^}	Chief Executive Officer	230.00 ^g	22.80	15%
12	Mr. Rahul Ahuja ^{^^}	Chief Financial Officer	174.00	17.22	NA [#]
13	Mr. Abhishekh Kanoi ^{^^}	Head of Legal & Company Secretary	74.75	7.40	15%

^{*}Mr. Robert Sinclair, Mr. Mungo Park, Mr. Nishant Parikh, Mr. BG Srinivas & Ms. Sandra Campos (Independent Directors) and Ms. Yael Gairola (Non-Executive & Non-Independent Director) are also the Directors on the Board of the subsidiaries and are being paid sitting fees from such subsidiaries.

[%] Mr. B G Srinivas was appointed as Additional Independent Director w.e.f. March 28, 2023 and was regularized as Independent Director by shareholders' approval via postal ballot on June 15, 2023.

[§] Ms. Sandra Campos was appointed as an Additional Independent Director w.e.f. November 28, 2023. Her appointment as an Independent Director was regularized by shareholders' approval through postal ballot on December 31, 2023.

[#]The percentage increase of remuneration is provided for only those Directors and KMPs who have drawn remuneration from the Company for full financial year 2022-23 & 2023-24.

[^] Mr. Parth Gandhi has been granted 1,25,000 Stock Options at an exercise price of ₹130/- each on October 22, 2021 and he has exercised and allotted 42,500 stock options on September 26, 2023.

^g Mr. Sanjay Jain's remuneration drawn only from the Company is mentioned.

^{^^}The remuneration excludes stock options granted in accordance with the Employee Stock Option Plan for the financial year 2023-24.

Note:

1. Median for employees is calculated based on the fixed salaries for the respective financial years.
2. The aforesaid details are calculated on the basis of remuneration for the financial year 2023-24 and include sitting fees paid to Directors during the financial year.
3. The remuneration paid to is within the overall limits approved by the shareholders of the Company.
4. There has been no change in the payment criteria for remuneration to non-executive / independent directors.

2) The percentage increase in the median remuneration of employees in the financial year:

The percentage increase in the Median Remuneration of Employees in FY 2023-24 was 2.99% as compared to FY 2022-23.

3) The number of permanent employees on the rolls of the Company:

There are 196 permanent employees on the rolls of the Company as on March 31, 2024.

4) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

During the financial year 2023-24, the average percentage increase in salary of the Company's employees, excluding the Key Managerial Personnel ('KMP') was 7%. whereas the increase in managerial remuneration for the financial year 2023-24 was 12.6% (excluding any other perquisite).

The remuneration for Independent Directors consists of sitting fees. While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees etc., were taken into consideration.

5) Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid is as per the Nomination & Remuneration Policy applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.

By Order of the Board of Directors
for PDS Limited

Date: May 14, 2024
Place: Mumbai, India

Dr. Deepak Kumar Seth
Chairman & Non-Executive Director
DIN: 00003021

Pallak Seth
Executive Vice-Chairman
DIN: 00003040

Annexure 6

REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance of PDS Limited (hereinafter referred as “the Company” or “PDS”) as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”) is given below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Strong corporate governance practices are the bedrock of enduring commercial success. The Company's approach to governance involves overseeing business strategies while ensuring financial responsibility, ethical conduct, and fairness to all stakeholders, including employees, investors, customers, regulators, suppliers, and the wider community. The Company prides itself on strong leadership and effective governance, a tradition rooted in PDS culture and values.

The Company embraces the PDS Group's philosophy of fostering sustainable businesses that are deeply connected to the community and committed to environmental stewardship. As part of the PDS Group, which is synonymous with sustainability, the Company has inherited a robust tradition of ethical governance marked by fairness and transparency, as set forth in the PDS' Code of Conduct (“CoC”).

Our Corporate Governance principles are also embedded in our Code of Conduct which encompasses around:



The Company has implemented the CoC for all employees, including the Chief Executive Officer and Executive Directors. Furthermore, the Company has established a specific Code of Conduct for its Non-Executive Directors, which includes guidelines for Independent Directors that align with the duties outlined in the Companies Act, 2013 (“the Act”).

The Company's corporate governance philosophy is further reinforced by the PDS Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insider including Designated Persons Conduct for Prevention of Insider Trading and the Code of Practices and Procedures for disclosure of UPSI. Additionally, the Company

has established an Information Security Policy to ensure the appropriate use of IT resources.

This Report on Corporate Governance unfolds into the ethical business practices, strong governance structure, policies, and procedures adopted by the Company in line with internationally recognised Corporate Governance standards with an aim to create business driven by values and sustainable long term value creation for all its stakeholders. The Company believes that Corporate Governance is more than just a legal requirement. This report is divided into Corporate Governance Philosophy and Governance Structure, Board of Directors, Board Committees, Senior management, Codes, Policies and Frameworks, and General Shareholder Information.

The Company is committed to all its customers, suppliers, employees, banks and financial institutions, government agencies and statutory authorities which are directly or indirectly concerned with the Company.

Governance Structure

In order to ensure long term value creation for our stakeholders, we have built a strong, resilient, and robust governance structure. The Governance Structure underpins our growth journey through the years while ensuring that all the business practices are carried out within the governance framework.

MOA & AOA: The business of the Company is carried out within the approved objectives of the Company stated in Memorandum of Association of the Company. The powers and responsibilities of the Board and Shareholders are defined in the Articles of Association, which provides clear guidance on process to be followed while conducting business.

Shareholders: The shareholders are the ultimate owners of the Company. In compliance with the Act and SEBI Listing Regulations, approval of shareholders is taken on various matters including fund raising, financials, appointment & remuneration of directors, appointment of statutory auditors etc. The Company meets the shareholders for seeking approval on various resolutions at the Annual General Meeting or is also taken on matters through postal ballot if required.

Board of Directors: The Board of Directors is the apex body in management of affairs of the Company. It provides strategic guidance, develops policies and processes and ensures that the business is conducted sustainability and in line with the Memorandum of Association of the Company and all applicable laws to ensure long term value creation for all its stakeholders. The Board is headed by Non- Executive Director Chairperson, who ensures the Board effectiveness. A brief resume of all Directors, the nature of their expertise in specific functional areas etc. are available on the website of the Company at <https://pdsLtd.com/investors/board-of-directors-and-committees/>.

Board Committees: To ensure that Board effectiveness, the Board has constituted various specialized committees to deal with complex agenda items and provide it recommendation. The objective is to focus effectively on the issues and ensure expedient resolution of diverse matters. The Chairperson of each committee briefs the Board on the decision discussion and recommendation at its meeting. This helps the Board to focus on other strategic initiatives.

CEO: The CEO of the Company closely works under the guidance of the Board and its Committees and deploys Board approved strategies and also ensures the smooth management of the Company with focus on financial & operational performance and sustainability. The key performance indicators of CEO on financials includes growth, margin, EBITA, working capital, etc. and non-financial parameters cover stakeholder management, digitisation, talent management, diversity, sustainability/ESG etc.

Auditors: The statutory auditors and secretarial auditors play a pivotal role in ensuring independence, fairness and transparency in disclosure of the financial statements and corporate law compliance. All the Auditors have direct access to the Audit Committee Chairperson for reporting any observations or concerns. This ensures complete independence throughout the Audit process.

Internal Auditor: The roles and responsibilities of internal auditor include assessment and evaluation of governance framework, risk management and internal controls. The internal auditor also closely works with and provides inputs to the statutory auditors.

BOARD OF DIRECTORS

Composition, meetings and attendance during the year:

- a. The Company has an optimum combination of Executive, Non-Executive and Independent Directors. As on March 31, 2024, the composition of your Company's Board of Directors ('Board') comprises of 10 (Ten) Directors out

of which 5 (Five) are Independent Directors, 4 (Four) are Non-Executive and Non-Independent Directors of which 2 (Two) are Promoters, 1 (One) is Promoter & Executive Director. The Board composition is in compliance with the provisions of the Act and SEBI Listing Regulations. The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements.

- b. None of the Directors on the Board holds directorship in more than 10 (Ten) public companies. None of the Independent Directors serves as an Independent Director of more than 7 (Seven) listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2024 have been made by the Directors. None of the Directors is a member of more than 10 committees or act as chairperson of more than 5 committees as per Regulation 26(1) of the SEBI Listing Regulations across all the public limited companies in which he/she is a director.
- c. During the year under review, 6 (Six) Board Meetings were held on May 11, 2023, July 26, 2023, November 1, 2023, November 28, 2023, February 7, 2024 and March 21, 2024. The gap between the two meetings has not exceeded one hundred and twenty days as per the compliance requirement due to safety measures and precautions. The meetings and agenda items taken up during the meetings complied with the Act and SEBI Listing Regulations read with various circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities Exchange Board of India ("SEBI").
- d. The names and categories of the Directors on the Board, their attendance at board meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2024 are given herein below:

Name and Designation of Director	DIN	Category	No. of Board Meetings Attended	No. of Directorship held in other Public entities #	No. of Board Committees of other Public Companies in which Director is Chairman (C) / Member (M)		Attendance at last AGM	Name of the Other Listed entity & Category of Directorship in that entity
					C	M [®]		
Dr. Deepak Kumar Seth Chairman and Non-Executive & Non-Independent Director	00003021	Promoter & NED (NID)	5	3	-	-	Yes	Pearl Global Industries Limited - NED (NID)
Mrs. Payel Seth Non-Executive & Non-Independent Director	00003035	Promoter & NED (NID)	1	1	-	-	Yes	-
Mr. Pallak Seth Executive Vice Chairman	00003040	Promoter & ED	6	-	-	-	Yes	-
Mr. Parth Gandhi Non-Executive & Non-Independent Director	01658253	NED (NID)	6	-	-	-	Yes	-
Mr. Mungo Park Independent Director	09390792	NED (I)	6	-	-	-	Yes	-
Mr. Robert Sinclair Independent Director	09390821	NED (I)	6	-	-	-	Yes	-

Name and Designation of Director	DIN	Category	No. of Board Meetings Attended	No. of Directorship held in other Public entities #	No. of Board Committees of other Public Companies in which Director is Chairman (C) / Member (M)		Atten-dance at last AGM	Name of the Other Listed entity & Category of Directorship in that entity
					C	M ^a		
Mr. Nishant Parikh Independent Director	07349640	NED (I)	5	-	-	-	Yes	-
Ms. Yael Gairola ¹ Non-Executive & Non-Independent Director	08434509	NED (NID)	6	-	-	-	Yes	-
Mr. B G Srinivas Independent Director	00517585	NED (I)	6	-	-	-	Yes	-
Ms. Sandra Campos ² Independent Director	10390929	NED (I)	2	-	-	-	NA	-

¹ Ms. Yael Gairola was re-designated from Non-Executive & Independent Director to Non-Executive & Non-independent w.e.f. July 26, 2023 by shareholders through postal ballot approval dated December 3, 2023.

² Ms. Sandra Campos was appointed as an Additional Independent Director w.e.f. November 28, 2023. Her appointment as an Independent Director was approved by shareholders' through postal ballot on December 31, 2023.

Notes:

- ED - Executive Director/ NED(I) - Non-Executive Director (Independent)/ NED- Non-Executive Director/ / NED(NID) - Non-Executive Non-Independent Director.
- #Foreign Companies, Bodies Corporate, Private Companies and Companies under Section 8 of the Act are excluded for the above purpose.
- Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationship Committee in Listed Companies other than PDS Limited and Unlisted Public Companies.
- @Member includes Chairman.
- As on March 31, 2024, Dr. Deepak Kumar Seth, Mrs. Payel Seth and Mr. Pallak Seth are related to each other. No other Directors are related inter se.

Shareholding of Non-Executive Directors as on March 31, 2024

Name of Director	No. of Shares held	% of total share capital
Dr. Deepak Kumar Seth	1,57,78,670	11.96
Mrs. Payel Seth	6,96,26,570	52.79
Mr. Parth Gandhi	42,500	0.03

Shareholding of Executive Directors as on March 31, 2024

Name of Director	No. of Shares held	% of total share capital
Mr. Pallak Seth	13,94,190	1.06

Further, on an on-going basis, as a part of agenda of Board/Committee Meetings, presentations are regularly made to the Board including the Independent Directors on various matters *inter alia* covering the Company's and its subsidiaries/ associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of Independent Directors under various statutes and other relevant matters.

In the opinion of the Board, the Independent Directors on the Board of the Company fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management. During the Financial Year 2023-24, no Independent Director have resigned. The Company considered to enhance Ms. Yael Gairola's (previously appointed as Independent Director) association with PDS Group across various subsidiaries and benefiting from her enriched experience and compensate her for the same for the services to be provided by her. The NRC as a part of corporate governance, assessed the independence status of Ms. Yael Gairola and concluded that Ms. Yael Gairola would not meet the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. Based on the recommendation of NRC and the Board of the Company, the shareholders via Postal Ballot dated December 3, 2023, have approved the re-designation of Ms. Yael Gairola as a Non-Executive & Non-Independent Director of the Company w.e.f. July 26, 2023.

- During the Financial Year 2023-24, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations has been placed before the Board for its consideration.

Skill Matrix of the Board

The Board of the Company comprises of qualified directors who possess relevant skills, expertise and competence to ensure the effective functioning of the Company.

Core Skill Area	Skills/Expertise/ Competencies	Summary
Leadership	Global Economics	Experience as Entrepreneur/ Business Leader/ Industrialist, leading the operations of a large organization with an understanding of the consumer, operations, sales & marketing, business processes, strategic planning, risk management and governance.
Strategic	Strategic Leadership and Management	Giving strategic guidance to the management regarding organic and inorganic growth opportunities to enhance the profitability and value for investors, competitively and in a sustainable manner.
Operational	Industry and Sector Experience	Knowledge and experience in telecom sector to provide strategic guidance to the management in fast changing environment
	Business Exposure	Understanding of diverse business environments, regulatory framework, economic & political conditions, cultures globally and a broad perspective on global market opportunities.
	Technology	Ability to evaluate the impact of Digital / Information Technology across the value chain and understanding of emerging technologies.
Expert Knowledge	Corporate Governance	Expert knowledge of high governance standards with an understanding of changing regulatory framework. Protection of stakeholders' interest, observing best governance practices and identifying key governance risks.
	Financial Expertise	Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit and capital allocation. Ability to monitor the effectiveness of the risk management framework and practices
	ESG Proficiency	Ability to guide in improving Environmental, Social and Governance practices of the Company and evaluation of the Company's efforts towards social and environmental factors and driving corporate sustainability initiatives and ethics and values.
Human Resource	People Management	Experience of developing talent, planning succession and driving changes towards long-term growth. General know-how of business management, talent management and development, workplace health & safety.

The Board have identified the following skills / expertise / competencies fundamental for the effective functioning of the Company:

Director	Area of expertise / skills /competence							
	Global Economics	ESG Proficiency	Strategic Leadership and Management	Industry and Sector Experience	Corporate Governance	Finance	People Management	Technology
Dr. Deepak Kumar Seth (DIN: 00003021)	✓	✓	✓	✓	✓	✓	✓	-
Mrs. Payel Seth (DIN: 00003035)	✓	✓	✓	✓	✓	-	-	-
Mr. Pallak Seth (DIN: 00003040)	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Parth Gandhi (DIN: 01658253)	✓	-	✓	✓	✓	✓	✓	-
Mr. Mungo Park (DIN: 09390792)	-	✓	✓	-	✓	✓	-	✓
Mr. Robert Sinclair (DIN: 09390821)	✓	✓	✓	✓	✓	-	✓	-
Mr. Nishant Parikh (DIN: 07349640)	-	-	-	-	✓	✓	-	-
Ms. Yael Gairola (DIN: 08434509)	-	✓	✓	✓	✓	-	✓	✓
Mr. B G Srinivas (DIN: 00517585)	-	-	✓	-	-	-	✓	✓
Ms. Sandra Campos (DIN: 10390929)	-	✓	✓	✓	✓	✓	✓	✓

Board Diversity

As per the Company's Policy on Board Diversity, identifying and evaluating a suitable candidate for the Board is the responsibility of the Nomination and Remuneration Committee ("NRC").

While selecting a candidate, the NRC considers various criteria and leverages differences in factors w.r.t. background, knowledge, skills, abilities & thought (to exercise sound judgment), professional experience & functional expertise, educational, professional, cultural and geographical background, personal accomplishments, nationality, gender, race, ethnicity, age, experience and understanding of the telecommunication sector/ industry, marketing, technology, finance and other disciplines relevant to the business.

The NRC also considers such other factors, relevant and applicable from time to time towards achieving a diverse Board. The NRC, on identification of suitable candidate based on evaluation of aforesaid criteria, makes recommendations to the Board. The Board, on the recommendation of the NRC, appoints and further recommends to the members of the Company, wherever applicable, for their approval. The Policy on Board Diversity is available on the Company's website at <https://pdsLtd.com/wp-content/uploads/2023/06/Board-Diversity-Policy.pdf>.

Independent Directors

The Company has laid down the terms and conditions of the appointment of Independent Directors stipulating their roles, responsibilities and duties which are consistent with the provisions of Regulation 16 of SEBI Listing Regulations, Section 149 and Schedule IV of the Act. The said terms and conditions set out the criteria of independence, age limits, recommended tenure, committee memberships, remuneration and other related terms of appointment. It emphasizes the importance of independence.

The Company issues formal letters of appointment to the Independent Directors at the time of their appointment/re-appointment. The terms and conditions of the appointment of Independent Directors are available on the Company's website at <https://pdsLtd.com/wp-content/uploads/2022/03/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf>

At the time of appointment and thereafter at the beginning of each financial year, the Independent Directors submit a self-declaration, confirming their independence as set out in Regulation 16 of SEBI Listing Regulations, Section 149(6) of the Act, read with rules and Schedule IV thereto and compliance with various eligibility criteria laid down by the Company, among other disclosures and the Company also ensures that its Directors meet the above eligibility criteria. All such declarations are placed before the Board for information.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act, rules made thereunder and Listing Regulations and are independent of the management of the Company.

Each of the Independent Directors have registered their names on the online databank maintained by the Indian Institute of

Corporate Affairs. In terms of Regulation 25(8) of SEBI Listing Regulations, Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

Meetings of Independent Directors

The Independent Directors meet separately at least once a year without the presence of the Management and Non-Executive Directors. During the year, the Independent Directors meeting was held on March 21, 2024. The Independent Directors inter-alia discussed (i) strategic agenda items and various other Board-related matters; (ii) identify areas where they need clarity or information from the Management; (iii) Company's performance, operations and other critical matters; (iv) reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors' and (v) assessed the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programme for Board Members

The Company has adopted a structured induction programme for orientation and training of Directors at the time of their joining to provide them with an opportunity to familiarize themselves with the Company, its management, its operations, and the industry in which the Company operates.

The induction programme includes one-to-one interactive sessions with the top management team, business and functional heads among others to understand the operations and technology. They are also provided an information handbook containing policies, processes, code, the Memorandum and Article of Association, brief profile of directors along with Board and Committee Composition. All the Directors are made aware of their role, functions, duties and responsibilities, details regarding remuneration, training and development, performance evaluation process etc. at the time of their appointment through a formal letter of appointment. The Board also has an active communication channel with executive management which allows free flow of communication among Directors in terms of raising query, seeking clarifications for enabling a good understanding of the Company and its various operations.

As a part of ongoing familiarization, business/functional heads periodically presents update at the Board/Committee meetings to familiarize the Directors with Company's strategy, business performance, operations, finance, risk management framework, human resources, and other related matters.

Business updates on relevant changes and regulatory updates are regularly circulated to the Directors to keep them abreast of significant developments in the Company.

The details of such familiarization programs are disclosed on the website of the Company at <https://pdsLtd.com/wp-content/uploads/2024/04/Details-of-Familiarization-Progr-2023-24.pdf>

Performance Evaluation

a. Objective & Overview

We believe that for an effective Board, improved Board practices and the performance of its members there needs to be a strong and robust process of feedback through an annual evaluation of the Board, its Committees and individual directors. This also helps the Board in providing constructive and candid feedback and understanding the right mix of background and competences, work on weakness and leverage on strengths.

In compliance with the provisions of the Act, the Nomination and Remuneration Committee had approved the process, format (detailed questionnaires), attributes and criteria for the performance evaluation of the Board, Board Committees and Individual Directors including the Chairman. The process provides that the performance evaluation shall be carried out on an annual basis. The criteria for performance evaluation includes, inter alia, relevant experience and skills, preparedness and constructive contributions, participation in strategic long-term planning, integrity, focus on shareholder value creation, monitoring corporate governance practices and Board/Committee culture and dynamics.

During the financial year under review, the Board had completed the evaluation process, which included evaluation of the Board as a whole, the Board Committees and individual Directors including the Chairman, carried out by way of an internal assessments based on combination of a detailed questionnaire and through verbal discussions.

b. Evaluation criteria

Board diversity, composition, structure, effectiveness of board meetings, board meeting practices, performance of specific duties, balanced approach on devotion of time.

Board Committees: Committee composition, diversity, skills, experience, effectiveness of performance basis the charter, decision making and contribution to the board.

Individual Directors: Devotion of time, contribution at the meeting, attendance, quality of inputs, leadership skills, ability to bring in different perspectives, independent judgement, knowledge, skills etc.

Independent Directors: The independent directors are additionally evaluated on independence, expertise, outside in perspective, guidance, contribution to the board effectiveness.

CEO: Leadership skills, achievement of strategic goals and targets, business performance, talent and leadership management.

Chairman: The chairman is additionally evaluation on vision, strategic thinking, moderation capabilities at the meetings, encouraging participation of all the board members.

c. Outcome

All Directors participated in the evaluation process. The Board of Directors were satisfied with the performance of the Board, its Committees and Individual Directors and noted that there is adequate flow of information from Company to the Board and the suggestions and recommendations given by the Board are considered for follow up action and to optimize its effectiveness. The Board Committees are well-managed, functioning adequately and the meetings are held on a timely basis giving attention to each agenda item.

d. Action taken from outcome during last year

The reviewed the progress on suggestions made during Board Evaluation for previous year and noted that the actions were duly rolled out to satisfaction of the Board. The management continued strengthening the Board agenda and practices viz comprehensive agenda, management presentation of the Board on the progress and industry trends, calendarization of the meetings etc.

Compliance with the Code of Conduct

The Company's Code of Conduct is a guiding document which reflects our commitment towards conducting business in ethical and transparent manner and ensuring compliance of all laws and regulations, providing safe and harassment free work place, avoiding conflict of interest at all times, fairness and mutual respect in all dealings, ethical conduct of business with zero tolerance towards bribery and corruption in any form and upholding and protecting the Company's reputation etc. The Code is applicable to the Board members, Senior Management and all the employees. As a process, an annual confirmation is sought regarding the compliance with the Code of Conduct. The Company also procures a quarterly confirmation of material financial and commercial transactions entered into by Senior Management Personnel with the Company that may have a potential conflict of interest.

The Code of Conduct is available on the website of the Company at <https://pdsttd.com/investors/corporate-governance/#code-of-conduct>.

A declaration signed by the Chief Executive Officer confirming that the Board of Directors and Senior Management Personnel have affirmed compliance in accordance with the Code of Conduct during the financial year 2023-24 is placed at the end of this Report.

BOARD COMMITTEES

The Board Committees are set up by the Board and are governed by their respective terms of reference, which outline their scope and responsibilities. Presently, the Board has 5 (five) Committees: the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee, and the Risk Management Committee. These Committees operate under the direct supervision of the Board. Generally, Committee meetings are held prior to the Board meeting, and the chairman or chairperson of the respective Committees

reports to the Board about the deliberations and decisions made by the Committees.

The detailed charters and composition of the Board Committees are available on the Company's website at https://pds ltd.com/investors/corporate_governance/#committees-charter and <https://pds ltd.com/investors/board-of-directors-and-committees/>

AUDIT COMMITTEE

Composition, meetings and attendance during the year:

An Audit Committee, duly constituted by the Board, has a well-defined composition of members, terms of reference, powers, roles, and responsibilities in accordance with Section 177 of the Act and applicable rules, as well as Regulation 18 of the SEBI Listing Regulations.

As on March 31, 2024, the Audit Committee is comprised of 3 (three) members, 2 (two) of whom are Non-Executive Independent Directors. All members are financially literate and possess accounting and related financial management expertise. The Chairman of the Audit Committee is a Non-Executive Independent Director, and he attended last year's AGM.

During the year under review, the Committee met 5 (Five) times in a year viz. on May 11, 2023, July 26, 2023, November 01, 2023, February 7, 2024 and March 21, 2024. The maximum time gap between 2 (two) meetings of the Committee did not exceed 120 (One Hundred and Twenty) days. The necessary quorum was present for all the meetings.

The composition of the Audit Committee and the attendance of each Member at the said Committee Meetings are set out in the table below:

Name of Director	Position	No. of Meetings	
		Held	Attended
Ms. Yael Gairola ^a	Chairperson	2	2
Mr. Nishant Parikh ^b	Member / Chairman	5	5
Dr. Deepak Kumar Seth	Member	5	4
Mr. Mungo Park	Member	5	5

^aMs. Yael Gairola ceased to be Member of the Committee w.e.f. September 13, 2023.

^bMr. Nishant Parekh was appointed as Chairman of the Committee w.e.f. September 13, 2023.

As of March 31, 2024, the Composition of the Audit Committee comprises of Mr. Nishant Parikh, Independent Director (Chairman), Dr Deepak Kumar Seth, Non-Executive & Non-Independent Director (Member) and Mr. Mungo Park, Independent Director (Member).

The meetings of the Audit Committee were also attended by the Chief Executive Officer, Chief Financial Officer, Statutory and Internal Auditors as special invitees. The Head of Legal & Company Secretary acts as a Secretary to the Audit Committee. The minutes of the Audit Committee are placed and discussed in the next meeting of the Board.

Terms of reference:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- Review compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by Management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Committee.

Internal control system and their adequacy

The Company has adequate internal control procedures commensurate with its size and nature of business. The Company has appointed an Internal Auditor who audits the adequacy and effectiveness of the internal controls as laid down by the management and suggests improvements.

The Audit Committee of the Board periodically review the audit plans, internal audit reports and adequacy of internal controls and risk management. Additionally, in compliance with requirements of Regulation 24 of SEBI Listing Regulations, the Audit Committee reviews operations of the subsidiary companies including their financial statements, related party transactions, statement of investments and minutes of meetings of its Board and Committees, if any.

All recommendations made by the Audit Committee during the year under review were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

Composition, meetings and attendance during the year:

The Nomination and Remuneration Committee is constituted in accordance with Section 178 of the Act and applicable rules, as well as Regulation 19 of the SEBI Listing Regulations. As of March 31, 2024, the Nomination and Remuneration Committee comprised 3 (three) members, all of whom are Non-Executive Directors. The Chairman of the Nomination and Remuneration Committee is a Non-Executive Independent Director, and he was present at last year's AGM to address the queries of the shareholders.

During the year under review, the Committee met 5 (five) times in a year viz. on May 10, 2023, July 26, 2023, November 1, 2023, November 28, 2023 and February 7, 2024. The necessary quorum was present at all the meetings.

The composition of the Nomination and Remuneration Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Director	Position	No. of Meetings	
		Held	Attended
Mr. Robert Sinclair ^a	Chairman	5	5
Ms. Yael Gairola ^b	Member	2	2
Mr. Nishant Parekh	Member	3	3
Dr. Deepak Kumar Seth	Member	5	3

^aMr. Robert Sinclair was appointed as Chairman of the Committee w.e.f. September 13, 2023

^bMs. Yael Gairola ceased to be Member of the Committee w.e.f. September 13, 2023.

As of March 31, 2024, the Composition of the Nomination & Remuneration Committee comprises of Mr. Robert Sinclair, Independent Director (Chairman), Dr Deepak Kumar Seth, Non-Executive & Non-Independent Director (Member) and Mr. Nishant Parikh, Independent Director (Member).

The Head of Legal & Company Secretary acts as a Secretary to the Nomination and Remuneration Committee. The minutes of the Nomination and Remuneration Committee are placed and discussed in the next meeting of the Board.

Terms of reference:

The terms of reference of this Committee, inter alia covers all the matters specified under the scope and function of the Nomination and Remuneration Committee and is in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II to the SEBI Listing Regulations and which is as follows:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and shall carry out evaluation of every directors performance;
- recommend to the Board, all remuneration, in whatever form, payable to senior management ("senior management" shall comprise all members of management one level below the chief executive officer/ managing director/whole time director/manager and shall specifically include company secretary and chief financial officer.)
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To act as the Compensation Committee under SEBI (Share Based Employee Benefits) Regulations, 2014 (including amendment thereof);
- Review the Company's ESOP Schemes and recommend changes as necessary;
- Oversee administration of the ESOP Schemes;
- Grant Options to eligible employees, in consultation with management and issue and allot shares when Options are exercised.

The Nomination and Remuneration Committee has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and the independence of the Directors as well as identifying persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees.

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board.

- Attendance and contribution at Board and Committee meetings
- Knowledge on specific matters like finance, legal, marketing, internal controls, risk management, and business operations.
- Pro-active and positive approach with regard to Board and Senior Management particularly the arrangement for management of risk and the steps needed to meet challenges from the competition.
- Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
- Capacity to effectively examine financial and other information on operations of the Company and the ability to make positive contribution thereon.

Nomination and Remuneration Policy

In terms of the Listing Regulations and the Act, the Board has approved a Policy on Nomination and Remuneration for its Directors, KMPs and other Senior Management Personnel and it includes the criteria for making payments to the Non-Executive Directors.

The Detailed criteria for remuneration to Directors, KMPs and senior management is provided in the said Policy which is also available on the website of the Company at <https://pdstd.com/wp-content/uploads/2022/07/Nomination-and-Remuneration-Policy.pdf>

DIRECTOR REMUNERATION

Sr. No.	Name of the Director	Sitting Fees for attending Board & Committee Meetings*	Salary and Perquisites*	Incentive/ Bonus	Total (in ₹)
1.	Dr. Deepak Kumar Seth	Nil	Nil	Nil	Nil
2.	Mrs. Payel Seth	Nil	Nil	Nil	Nil
3.	Mr. Pallak Seth	Nil	Nil	Nil	Nil

Sr. No.	Name of the Director	Sitting Fees for attending Board & Committee Meetings*	Salary and Perquisites*	Incentive/ Bonus	Total (in ₹)
4.	Mr. Parth Gandhi	Nil	55,25,000 ^d	Nil	55,25,000
5.	Mr. Mungo Park	Nil	N.A	N.A	Nil
6.	Mr. Robert Sinclair	Nil	N.A	N.A	Nil
7.	Mr. Nishant Sinclair	Nil	N.A	N.A	Nil
8.	Ms. Yael Gairola ^a	Nil	N.A	N.A	Nil
9.	Mr. Bangalore Gangaiah Srinivas ^b	Nil	N.A	N.A	Nil
10.	Ms. Sandra Campos ^c	Nil	N.A	N.A	Nil

*The remuneration/sitting fees are being paid to the Board of Directors by the subsidiary companies.

^aMs. Yael Gairola designation has changed from Non-Executive & Independent Director to Non-Executive & Non-independent Director w.e.f. July 26, 2023.

^bMr. Bangalore Gangaiah Srinivas was appointed as Additional Independent Director w.e.f. March 28, 2023 and was regularized as Independent Director by shareholders' approval via postal ballot on June 15, 2023.

^cMs. Sandra Campos was appointed as Additional Independent Director w.e.f. November 28, 2023 and was regularized as Independent Director by shareholders' approval via postal ballot on December 31, 2023.

^dMr. Parth Gandhi has been granted 1,25,000 Stock Options at an exercise price of ₹130/- each on October 22, 2021 and he has exercised and allotted 42,500 stock options on September 26, 2023.

Independent Directors are paid sitting fees from the subsidiary companies. The Company does not pay any other commission to its Directors. Mr. Pallak Seth, Executive Director is being paid remuneration by the subsidiary companies. No sitting fees payable to Non-Executive and Non-Independent Directors save and except the stock options granted to Mr. Parth Gandhi, Non-Executive and Non-Independent Director, as mentioned in this Report.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than exercise of stock options and reimbursement of expenses incurred by them for attending meetings of the Board or its Committees.

Other disclosure of remuneration for Executive Director	Information
Service Contracts	Appointed as Executive Director w.e.f. November 2, 2022 to November 1, 2027 (both days inclusive)
Notice Period	As per Company's policies
Severance Fees	Nil

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Composition, meetings and attendance during the year:

The Stakeholders Relationship Committee is constituted in accordance with Section 178 of the Act as well as Regulation 20 of the SEBI Listing Regulations. As of March 31, 2024, the Stakeholders Relationship Committee comprised 3 (three) members, the majority of whom are Non-Executive Directors. The Chairman of the Stakeholders Relationship Committee is a Non-Executive and Non-Independent Director, and he was present at last year's AGM to address the queries of the shareholders.

During the year under review, the Committee met 4 (four) times in a year viz. on May 10, 2023, July 26, 2023, November 1, 2023 and February 7, 2024. The necessary quorum was present at all the meetings.

The composition of the Stakeholders Relationship Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Director	Position	No. of Meetings	
		Held	Attended
Mr. Parth Gandhi	Chairman	4	4
Dr. Deepak Kumar Seth	Member	4	2
Mr. Robert Sinclair	Member	4	4

As of March 31, 2024, the Composition of the Stakeholders' Relationship Committee comprises of Mr. Parth Gandhi, Non-Executive & Non-Independent Director (Chairman), Dr Deepak Kumar Seth, Non-Executive & Non-Independent Director (Member) and Mr. Robert Sinclair, Independent Director (Member).

Mr. Abhishekh Kanoi, Head of Legal & Company Secretary of the Company is the Compliance Officer. The number of shareholders' complaints received during the financial year 2023-24 was 1 (One) and the same was resolved and disposed off to the satisfaction of the shareholder. [Previous financial year: NIL complaints received].

Name, Designation and Address of the Compliance Officer

Mr. Abhishekh Kanoi,
 Head of Legal & Company Secretary & Compliance Officer.
 Address: Unit No.971, Solitaire Corporate Park
 Andheri Ghatkopar Link Road, Andheri (East)
 Mumbai 400093, Maharashtra, India.
 Tel: + 91 - 22 – 41441100; Email: investors@pdsLtd.com

Terms of reference:

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II to the SEBI Listing Regulations. This Committee is responsible for the redressal of shareholder grievances. The terms of reference of the Stakeholders' Relationship Committee of our Company include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.

The composition of the Risk Management Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Director / Members	Position	No. of Meetings	
		Held	Attended
Mr. Nishant Parikh	Chairman	2	2
Dr. Deepak Kumar Seth	Member	2	2
Mr. Pallak Seth	Member	2	1
Mr. Parth Gandhi	Member	2	2
Mr. Sanjay Jain- Group CEO	Member	2	2
Mr. Rahul Ahuja – Group CFO	Member	2	2
Mr. Suresh Punjabi - Executive Director - Internal Audit, Assurance & Risk Management	Member	2	2

As of March 31, 2024, the Composition of the Risk Management Committee comprises of Mr. Nishant Parikh, Independent Director (Chairman), Dr Deepak Kumar Seth, Non-Executive & Non-Independent Director (Member) and Mr. Pallak Seth, Executive Vice Chairman (Member), Mr. Parth Gandhi, Non-Executive & Non-Independent Director (Member), Mr. Sanjay Jain, Group Chief Executive Officer (Member), Mr. Rahul Ahuja, Group Chief Financial Officer (Member) and Mr. Suresh Punjabi, Executive Director - Internal Audit, Assurance & Risk Management (Member).

Terms of reference:

The scope and function of the Risk Management Committee is in accordance with Regulation 21 read with Part D of Schedule II to the SEBI Listing Regulations. This Committee is responsible for the Risk Management Framework and measures to

- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

RISK MANAGEMENT COMMITTEE**Composition, meetings and attendance during the year:**

The Company has established a comprehensive risk management framework that operates at multiple levels throughout the organization. This framework is regularly reviewed to ensure that executive management effectively controls risks through a clearly defined structure. Additionally, the Company has implemented an Risk Management Policy, designed to identify and mitigate a wide range of risks. These include financial, operational, sustainability, information, and cyber security risks, in accordance with Regulation 21 of the SEBI Listing Regulations.

During the year under review, the Committee met 2 (two) times in a year viz. on July 18, 2023 and January 11, 2024. The necessary quorum was present at all the meetings.

mitigate risks. The terms of reference of the Committee of our Company include the following:

- To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition, meetings and attendance during the year:

The Corporate Social Responsibility Committee is constituted formed pursuant to Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Its purpose is to formulate and recommend to the Board a Corporate Social Responsibility ("CSR") Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act, to recommend the amount of expenditure to be incurred on such activities, and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

During the year under review, the Committee met 2 (two) times in a year viz. on May 10, 2023 and February 7, 2024. The necessary quorum was present at all the meetings.

The composition of the CSR Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Director	Position	No. of Meetings	
		Held	Attended
Mr. Mungo Park	Chairman	2	2
Mr. Pallak Seth	Member	2	2
Mr. Parth Gandhi	Member	2	2

As of March 31, 2024, the Composition of the CSR Committee comprises of Mr. Mungo Park, Independent Director (Chairman), Mr. Pallak Seth, Executive Vice Chairman (Member) and Mr. Parth Gandhi, Non-Executive & Non-Independent Director (Member).

Terms of reference:

The scope and function of the CSR Committee is in accordance with Section 135 of the Act. The Committee is responsible for monitoring the CSR activities of the Company. The terms of reference of the Committee of our Company include the following:

- to formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- to recommend the amount of expenditure to be incurred on the CSR activities; and
- to monitor the implementation of the CSR Policy of the Company from time to time.
- to take all necessary actions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise with regards to Corporate Social Responsibility activities/Policy of the Company.

KEY MANAGERIAL PERSONNEL ("KMP")

As on the date of this Report, the particulars of KMP are as follows:

Name	Designation
Mr. Sanjay Jain	Group Chief Executive Officer
Mr. Rahul Ahuja	Group Chief Financial Officer
Mr. Abhishekh Kanoi	Head of Legal & Company Secretary

SENIOR MANAGEMENT PERSONNEL ("SMP")

As on the date of this Report, the particulars of SMP are as follows:

Name	Designation
Ms. Reenah Joseph	Deputy Group Chief Financial Officer
Mr. Saurabh Saxena	Group Chief Information Officer
Mr. Raamann Ahuja	Group Chief Human Resource Officer
Mr. Ajay Thakkar	Group General Counsel
Ms. Mansi Agrawal	Head – Taxation

INVESTORS INFORMATION

General Body Meetings

a) Details of location, date and time of last three AGMs and special resolution passed thereat:

Financial Year	Date and Time	Location	Special Resolution Passed
2020-21	July 30, 2021 at 11:00 am (IST)	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	<ol style="list-style-type: none"> 1. Approval for amendments in the terms of the PDS Multinational Fashions Limited - Employee Stock Option Plan 2021. 2. Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan A for the Employees of the Company. 3. Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan A for the Eligible Employees of the Company's subsidiaries. 4. Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B for the Employees of the Company. 5. Approval of the PDS Multinational Fashions Limited - Employees Stock Option Plan 2021 – Plan B for the for the Eligible Employees of the Company's subsidiaries. 6. Authorization to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company from the secondary market in furtherance of the PDS Multinational Fashions Limited - Employees Stock Option Plan – Plan B. 7. Authorization to the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Multinational Fashions Limited – Employees Stock Option Plan 2021 – Plan B. 8. Approval of the PDS Multinational Fashions Limited - Phantom Stock Units Plan 2021 for the Employees of the Company. 9. Approval of the PDS Multinational Fashions Limited - Phantom Stock Units Plan 2021 for the Eligible Employees of the Company's subsidiaries. 10. Approval to provide Security on creation of Charge, Mortgage, etc. under Section 180(1)(a) of the Companies Act, 2013. 11. Approval for increase in the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate under Section 186 of the Companies Act, 2013.
2021-22	July 29, 2022 at 2:30 pm (IST)	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	None
2022-23	July 31, 2023 at 2:30 pm (IST)	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	None

b) No Extra Ordinary General Meeting of the Shareholders of the Company was held during the financial year 2023-24.

c) Details of Postal Ballot was conducted during the financial year 2023-24:

During the year 2023-24, 9 (Nine) resolutions were passed through postal ballot in accordance with the provisions of Sections 110 and 108 of the Act read with rules made thereunder and Regulation 44 of the SEBI Listing Regulations.

The details of resolutions & results of Postal Ballot are as under:

A. Postal Ballot vide notice dated May 11, 2023, on the following Resolution:

- i. **Special Resolution:** Appointment of Mr. Bangalore Gangaiah Srinivas (DIN: 00517585) as Non-Executive Independent Director of the Company

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
86856910	86856394	99.9994	516	0.0006

The voting period for remote e-voting commenced on May 17, 2023 (9:00 a.m. IST) and ended on June 15, 2023 (5:00 p.m. IST) (both days inclusive). The consolidated report on the result of the postal ballot through remote e-voting for approving the aforementioned resolution was passed with requisite majority on June 15, 2023. The results were declared on Saturday, June 17, 2023 and communicated to the stock exchanges and were available on the Company's website at www.pdsltd.com.

B. Postal Ballot vide notice dated November 1, 2023, on the following Resolutions:

- i. **Ordinary Resolution:** Increase in the Authorized Share Capital of the Company and Alteration of Capital Clause of the Memorandum of Association of the Company.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87980160	87979998	99.9998	162	0.0002

- ii. **Special Resolution:** Authorization for issuance of securities of the Company through permissible modes of fund raising.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87980160	87937484	99.9515	42676	0.0485

- iii. **Special Resolution:** Authorization for providing Loan, guarantee / security and Investments by the Company to any Other Body Corporate.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87980160	87750393	99.7388	229767	0.2612

- iv. **Special Resolution:** Increase in the borrowing powers of the Company under Section 180(1)(c) of Act.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87980160	87936984	99.9509	43176	0.0491

- v. **Special Resolution:** Authorize the Board for the creation of securities on the properties of the Company under Section 180(1)(a) of the Act.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87980160	87937379	99.9514	42781	0.0486

- vi. **Special Resolution:** Authorization to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Multinational Fashions Limited – Employees Stock Option Plan 2021 - Plan B.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87980160	87820164	99.8181	159996	0.1819

- vii. **Special Resolution:** Change in designation of Ms. Yael Gairola (DIN: 08434509) from Non-Executive Independent Director to Non-Executive Non-Independent Director.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87980160	87867834	99.8723	112326	0.1277

The voting period for remote e-voting commenced on November 04, 2023 (9:00 a.m. IST) and ended on December 03, 2023 (5:00 p.m. IST) (both days inclusive). The consolidated report on the result of the postal ballot through remote e-voting for approving the aforementioned resolutions were passed with requisite majority on December 03, 2023. The results were declared on Monday, December 4, 2023 and communicated to the stock exchanges and were available on the Company's website at www.pdsltd.com.

C. Postal Ballot vide notice dated November 28, 2023, on the following Resolutions:

- i. **Special Resolution:** Appointment of Ms. Sandra Campos (DIN: 10390929) as Non-Executive Independent Director of the Company for a term of 2 consecutive years.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
87296758	87296610	99.9998	148	0.0002

The voting period for remote e-voting commenced on December 2, 2023 (9:00 a.m. IST) and ended on December 31, 2023 (5:00 p.m. IST) (both days inclusive). The consolidated report on the result of the postal ballot through remote e-voting for approving the aforementioned resolutions were passed with requisite majority on December 31, 2023. The results were declared on Monday, January 1, 2024 and communicated to the stock exchanges and were available on the Company's website at www.pdsltd.com.

d) Procedure for Postal Ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

Mr. Ankush Agarwal, Practicing Company Secretary, Partner, M/s. MAKS & Co. and (b) Mr. Gaurav Sainani and Mr. Sunny Gogiya Practicing Company Secretaries, Partners of M/s. SGGGS and Associates were appointed as a scrutinizers for scrutinizing voting in a fair and transparent manner for the aforesaid postal ballot conducted by the Company during the year.

- e) Details of the special resolution proposed to be conducted through postal ballot: None.

MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with shareholders, proper reporting of results and progress, and timely, consistent responses to questions and issues. Shareholders seeking information may contact the Company directly throughout the year.

- Website:** Comprehensive information about the Company, and its business operations and investors information can be viewed at the Company website viz. www.pdsltd.com.
- Financial Results:** The quarterly, half-yearly and annual results are regularly posted by the Company on its website. These are also submitted to the Stock Exchanges in accordance with the SEBI Listing Regulations and is generally published in one English daily newspaper viz. Business Standard-all India Edition and in one Marathi (Regional Language) newspaper viz. Mumbai Lakshadweep within 48 hours of approval thereof.
- Annual Report:** Annual Report containing *inter alia* Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereof.
- Corporate Filing:** Announcements, Quarterly Results, Shareholding Pattern, Analyst Presentations, etc. of the Company is regularly filed by the Company with National Stock Exchange of India Limited and BSE Limited and is also available on the website of the Company.
- Presentation to Institutional Investors/ Analysts:** The Corporate Presentations made to investors / analysts is displayed on the website of the Company.
- Press Release:** The official press releases of key events are disseminated to the Stock Exchanges and displayed on the Company's website.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	
Day	Friday
Date	July 26, 2024
Time	2:30 P.M. (IST)
Venue	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
Financial Calendar (Tentative)	
1 st quarter results for quarter ending June 2024	On or before 14 August 2024
2 nd quarter results for quarter ending September 2024	On or before 14 November 2024
3 rd quarter results for quarter ending December 2024	On or before 14 February 2025
Last quarter results for quarter ending March 2025	On or before 30 May 2025
Financial year	1 April to 31 March
Book Closure Dates	From Saturday, July 20, 2024 To Friday, July 26, 2024 (both days inclusive)
Dividend Payment date (subject to approval of shareholders)	on or before Saturday, August 24, 2024
Listing of equity shares at Stock Exchanges	BSE Limited ("BSE") Pheeroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. National Stock Exchange of India Limited ("NSE") Exchange Plaza, 5 th Floor, Plot No - C/1 Block, G Block, Bandra Kurla Complex, Mumbai - 400 051.
Stock Codes	BSE – 538730 NSE – PDSL
ISIN Number	INE111Q01021
Corporate Identification Number (CIN)	L18101MH2011PLC388088

The Annual Listing Fees for the financial year 2024-25 to BSE and NSE have been paid by the Company within the prescribed time.

The Annual Custodian Fees for the financial year 2024-25 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have been paid by the Company within the prescribed time.

Stock Market Price Data:

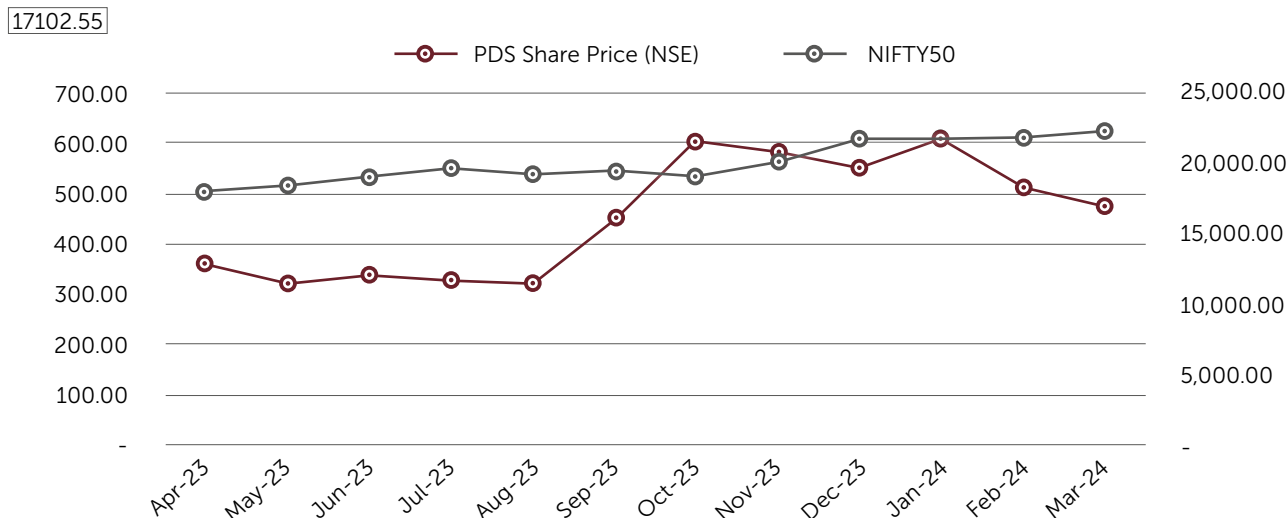
The details of the monthly high and low prices of the Equity Shares of the Company and its comparison to broad-based indices BSE Sensex and NSE Nifty for the year 2023-24 are as follows:

Month	BSE				NSE			
	PDSL		SENSEX		PDSL		NIFTY	
	High Price	Low Price	High	Low	High Price	Low Price	High	Low
Apr-23	383.00	332.30	61,209.46	58,793.08	383.30	333.90	18,089.15	17,312.75
May-23	382.50	304.05	63,036.12	61,002.17	382.90	304.00	18,662.45	18,042.40
Jun-23	370.05	322.55	64,768.58	62,359.14	370.40	322.65	19,201.70	18,464.55
Jul-23	363.00	321.00	67,619.17	64,836.16	363.15	321.50	19,991.85	19,234.40
Aug-23	336.05	316.45	66,658.12	64,723.63	336.85	315.95	19,795.60	19,223.65
Sep-23	484.05	318.70	67,927.23	64,818.37	485.00	318.00	20,222.45	19,255.70
Oct-23	652.60	430.00	66,592.16	63,092.98	653.30	445.20	19,849.75	18,837.85
Nov-23	666.00	565.45	67,069.89	63,550.46	666.00	565.20	20,158.70	18,973.70
Dec-23	586.00	521.50	72,484.34	67,149.07	586.95	521.55	21,801.45	20,183.70
Jan-24	643.95	501.00	73,427.59	70,001.60	620.00	501.25	22,124.15	21,137.20
Feb-24	614.50	506.00	73,413.93	70,809.84	614.85	504.00	22,297.50	21,530.20
Mar-24	533.80	440.35	74,245.17	71,674.42	533.00	441.05	22,526.60	21,710.20

Source: This information is compiled from the data available from the website of BSE and NSE.

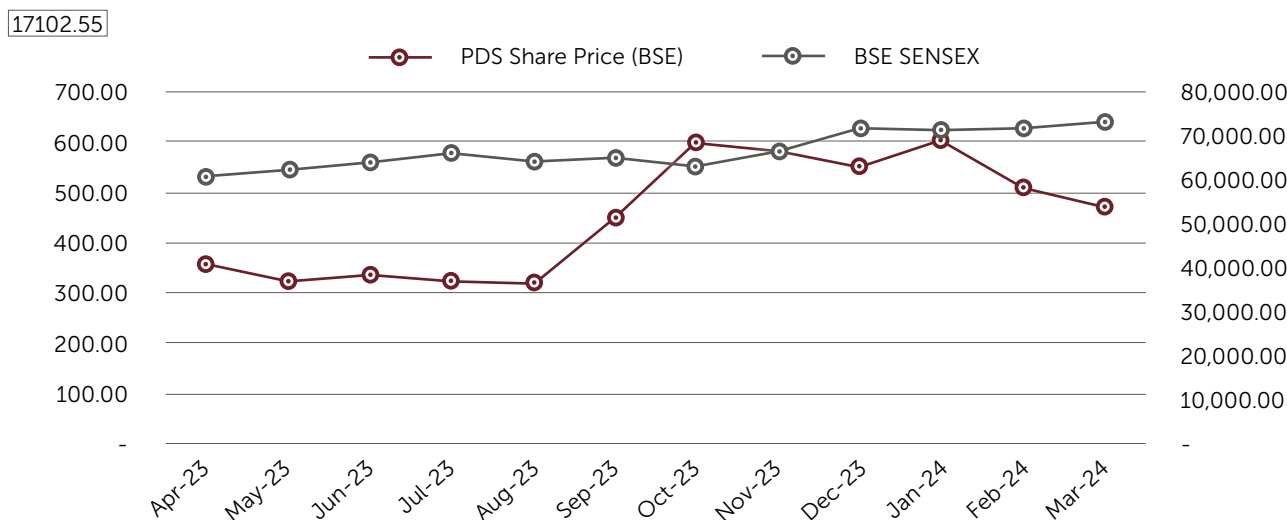
Share Price Performance in comparison to NSE Nifty for FY 2023-24

The performance of your Company's shares relative to the NSE Nifty 50 Index is given in the chart below:



Share Price Performance in comparison to BSE SENSEX for FY 2023-24

The performance of your Company's shares relative to the S&P BSE 500 index is given in the chart below:



In case the securities are suspended from trading, the Directors Report shall explain the reason thereof.

None of the securities of the Company are suspended from trading during the financial year 2023-24.

Registrars and Share Transfer Agent (RTA)

Link Intime India Private Limited
Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC
Near Savitri Market Janakpuri, New Delhi-110058
Tel. No. : 011 - 49411000
Fax No. : 011 - 41410591
E-mail : delhi@linkintime.co.in

Shareholders are advised to send all correspondence related to equity shares of the Company to the RTA. However, for the convenience of the shareholders documents relating to shares received by the Company are forwarded to the RTA for necessary action thereon.

Share Transfer System

LinkIn Time Private Limited is the Registrar and Share Transfer Agent of the Company.

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialization request within 120 days, then the Company shall credit those shares in the Suspense

Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

The Company obtains from a Company Secretary in Practice annual certificate of compliance with the share transfer formalities, as required under Regulation 40(9) of the SEBI Listing Regulations and files a copy of the certificate with Stock Exchanges.

'SWAYAM' – Investor Self-Service Portal

During the year under review, Link Intime has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the investors serviced by Link Intime.

'SWAYAM' is a secure, user-friendly platform that empowers investors to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of 'SWAYAM' Portal:

- Updated status on electronic holdings
- Tracking of corporate actions like Dividend/Interest/Bonus/split.
- Generate and track service requests/complaints raised on this portal.
- Effortlessly Raise request for Unpaid Amounts
- Shareholders holding shares in physical form can register on the said Portal only after updating their KYC details in their folio. The investors can visit and access the 'SWAYAM' Portal at <https://swayam.linkintime.co.in>.

Nomination facility for shareholding

As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Updation of PAN, KYC and Nomination details

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/ CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/

Shareholding as on March 31, 2024

i. Distribution of shareholding as on March 31, 2024:

Shares Range		No. of Shareholders	Percentage of Shareholding	Number of Shares	% of Total Share Capital
From	To				
1	500	26,067	88.41	30,09,907	2.28
501	1000	1,875	6.36	14,35,519	1.09
1001	2000	774	2.63	11,49,494	0.87
2001	3000	241	0.82	6,14,715	0.47
3001	4000	110	0.37	3,93,386	0.30
4001	5000	86	0.29	4,03,650	0.31
5001	10000	124	0.42	8,95,594	0.68
10001	& above	207	0.70	12,40,00,874	94.00
Total		29,484	100.00	13,19,03,139	100.00

CIR/2024/37 dated May 17, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 01, 2024 upon registering all the required details.

Therefore, we kindly request you to register/update your PAN, KYC, and Nomination details with our RTA, if you haven't already done so. The forms are available on Company's website at <https://pdsdtd.com/investors/investor-information/#request-forms> and Registrar and Share Transfer, Link Intime's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html> or at <https://liiplweb.linkintime.co.in/client-downloads.html>.

Online Dispute Resolution Portal ("ODR Portal"):

To streamline and fortify the existing dispute resolution framework in the Indian Securities Market, SEBI introduced the Online Dispute Resolution (ODR) Portal through Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as of December 20, 2023). This initiative aims to elevate regulatory oversight by SEBI concerning disputes between aggrieved parties, with ODR orders being binding on both disputing parties.

As per the aforementioned circulars, the aggrieved party can trigger the ODR mechanism via the ODR portal, subsequent to exhausting primary options for issue resolution directly with the Company and through the SCORES platform.

Reconciliation of Share Capital Audit

A Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and held in physical mode with the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

ii. Category of Shareholding as on March 31, 2024:

Category	No. of Shareholders	No. of Shares Held of face Value ₹2/- each			%age of Shareholding
		Demat	Physical	Total	
PROMOTERS & PROMOTER GROUP					
Foreign Individuals	3	8,67,99,430	0	8,67,99,430	65.81
TOTAL (A)	3	8,67,99,430	0	8,67,99,430	65.81
PUBLIC					
Mutual Funds	3	1,17,456	0	1,17,456	0.09
Alternate Investment Funds	4	9,96,700	0	9,96,700	0.76
Foreign Portfolio Investors Category I	45	48,13,923	0	48,13,923	3.65
Foreign Portfolio Investors Category II	4	96,836	0	96,836	0.07
Banks	2	395	395	790	0.00
Directors and their relatives (excluding Independent Directors and nominee Directors)	1	42,500	0	42,500	0.03
Key Managerial Personnel	1	30,524	0	30,524	0.02
Resident Individuals	26,903	2,80,87,945	3,69,405	2,84,57,350	21.57
Non-Resident Indians (NRIs)	880	15,78,420	69,470	16,47,890	1.25
Bodies Corporate	224	68,44,240	1,190	68,45,430	5.19
Trust	2	845	0	845	0.00
Bodies Corporate – LLPs	35	6,96,961	0	6,96,961	0.53
Hindu Undivided Family	734	9,04,943	0	9,04,943	0.69
Unclaimed or Suspense or Escrow Account	2	2,80,250	0	2,80,250	0.21
Clearing Members	6	4,723	0	4,723	0.00
TOTAL (B)	28,846	4,44,96,661		4,49,37,121	34.06
NON-PROMOTER - NON-PUBLIC					
Shares held by Employee Trust	1	1,66,588	0	1,66,588	0.13
TOTAL (C)	1	1,66,588	0	1,66,588	0.13
TOTAL (A)+(B)+(C)	28,850	13,14,62,679	4,40,460	13,19,03,139	100.00

Dematerialization of shares and liquidity as on March 31, 2024

The securities of the Company are compulsory traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 99.66% of the Company's Equity Share Capital are in dematerialised form as on March 31, 2024 and the entire promoters holding have been held in the dematerialised as on March 31, 2024.

Break up of shares in physical and demat form as on March 31, 2024 is as follows:

Category	No. of Shareholders	Shares	% of total equity
Demat Mode			
NSDL	12,363	11,94,55,505	90.56
CDSL	16,250	1,20,07,174	9.10
Total	28,613	13,14,62,679	99.66
Physical Mode			
	871	4,40,460	0.34
Grand Total	29,484	13,19,03,139	100.00

The Company's Equity Shares are regularly traded on the BSE Limited and the National Stock Exchange of India Limited, in dematerialised form.

Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE111Q01021.

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

During the year under review, the Company did not issue any ADRs/GDRs/ other instruments, which are convertible into equity shares of the Company.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not deal with any commodity and hence not exposed to any commodity price risk. The Company has no foreign exchange receivable and payable as on March 31, 2024.

Plant locations

Not Applicable, since the Company doesn't have plant at any location as on March 31, 2024. However, the Company owned 4 (Four) manufacturing plants through its subsidiaries in Bangladesh and Sri Lanka. The details of the same are captured in the Business Responsibility and Sustainability Report forming part of this Report.

Address for Correspondence

Head of Legal & Company Secretary & Compliance Officer

PDS Limited

Registered Office:

Unit No. 971, Solitaire Corporate Park,
Andheri-Ghatkopar Link Road, Andheri East,
Mumbai – 400093, Maharashtra, India.

E-mail: investors@pdsLtd.com

Web: www.pdsLtd.com

Credit Ratings Obtained by the Entity

List of all credit ratings obtained by the Company along with any revisions thereto during the financial year, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad - **Not Applicable.**

OTHER DISCLOSURES

Disclosure on Material Related Party Transactions:

All transactions entered into by the Company with its related parties during the financial year ended on March 31, 2024, were in the ordinary course of business and on an arm's length basis and hence, do not attract the provisions of Section 188 of the Act. All related party transactions are placed before the Audit Committee for their approval, and on a quarterly basis, the transactions entered into during the previous quarter are reviewed. As a process, omnibus approval is obtained for related party transactions on periodic basis for transactions which are repetitive in nature as per criteria for making the omnibus approval and unforeseen transactions, as long as they are in line with the Company's RPT Policy. The Independent Directors who are members of the Audit Committee are only allowed to vote on the matters relating to Related Party Transactions. The Audit Committee has full power to call for any information from the management and appoint third party to ensure that transaction are carried out in best interest of the Company.

The Company has not entered into any materially significant related party transaction that has potential conflict or is prejudicial to the interest of the Company.

The Board of Directors has formulated a Policy on dealing with Related Party Transactions pursuant to the provisions of the Act and the Listing Regulations. The Policy includes clear threshold limits and intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

The Policy is uploaded on the website of the Company at <https://pdsLtd.com/wp-content/uploads/2022/07/Policy-on-Related-Party-Transactions.pdf>.

Members may refer to the financial statements for the details of transactions with related parties entered during the FY 2023-24.

Penalties or Strictures

The Company has diligently adhered to all rules and regulations set forth by the Stock Exchanges, SEBI, and other relevant statutory authorities pertaining to the capital markets over the past 3 (Three) years with the exception of two instances. Firstly, there was an oversight related to Regulation 19(1)(c) of the SEBI Listing Regulations concerning the composition of the Nomination and Remuneration Committee. The Company promptly rectified this oversight and settled penalties with both Stock Exchanges during FY 2022-23. Secondly, there was a delay in appointing a woman independent director, impacting the Board Composition, as per Regulation 17(1) of the SEBI Listing Regulations during FY 2023-24. This delay was attributed to various factors inherent in the industry and the global presence of the Company more particularly detailed in the Secretarial Audit Report forming part of this Annual Report. Despite the thorough evaluation process undertaken by the Nomination and Remuneration Committee and the Board, a casual vacancy remained unfilled from October 26, 2023, to November 27, 2023. However, the Company filled the position on November 28, 2023 and settled penalties with both Stock Exchanges.

Vigil Mechanism/Whistle Blower Policy

The Whistle Blower Mechanism (Vigil Mechanism) in the Company enables all the Directors, employees and its stakeholders, to report concerns about unethical behaviour, report for leakage of Unpublished Price Sensitive Information (UPSI), actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company has adopted the Whistle Blower Policy/ Vigil Mechanism and has established the necessary mechanism for Directors and Employees to report concerns about unethical behavior. The policy aims to ensure that genuine complainants are able to raise their concerns in full confidence, without any fear of retaliation or victimization and also allows for anonymous reporting of complaints. It contains a reporting mechanism, the manner in which all reported concerns are dealt with, confidentiality of the investigations and processes, protection of the whistle-blower against any retaliation.

The Company also has hosted on its website at www.pdsLtd.com, Navex Hotline for its stakeholders for online reporting of

any unethical behavior, leakage of UPSI etc. This mechanism has provided adequate safeguards against victimization of Directors/ employees of the Company who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. No personnel have been denied access to this mechanism and to the Audit Committee.

The Vigil Mechanism Policy has been posted on the website of the Company at https://pds ltd.com/investors/corporate_governance/#policies.

Code of Conduct for Prevention of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company has formulated the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including Designated Persons ("Code") to regulate and monitor trading by Designated Persons (DPs) and their immediate relatives. The Code, inter alia, lays down the procedures to be followed by DPs while trading/ dealing in the Company shares/securities/ derivatives and while sharing Unpublished Price Sensitive Information ("UPSI"). The Code includes the obligations and responsibilities of DPs, obligation to maintain the structured digital database, mechanism for prevention of insider trading and handling of UPSI, process to familiarize with the sensitivity of UPSI, transactions which are prohibited and manner in which permitted transactions in the securities of the Company shall be carried out etc.

The Company also conducts various awareness programs for its employees to understand by circulating emails, FAQs and taking live sessions to ensure strict adherence to the Code.

The Company has also formulated a Code of Practices and Procedures for Fair Disclosure of UPSI as per the requirements of the Insider Trading Regulations.

The said Codes are available at the website of the Company at https://pds ltd.com/investors/corporate_governance/#code-of-conduct.

Certificate on Corporate Governance

The Company has complied with all mandatory requirements of Corporate Governance norms as required under the Listing Regulations. The Company is also in compliance with the requirements stipulated under Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and amendments thereto, as applicable, with regard to Corporate Governance except for one instance with respect to the Regulation 17(1) of the SEBI Listing Regulations.

Details of Material Subsidiaries of the Listed Entity, including the date and place of Incorporation and the name and date of Appointment of Statutory Auditors of such Subsidiaries are as under:

Name of the Material Subsidiary	Date and Place of Incorporation	Name of Statutory Auditors	Date of Appointment
Multinational Textile Group Limited	28-03-2006 Mauritius	Lancasters, Chartered Accountant, Mauritius	09-05-2023
Norwest Industries Limited	26-06-1998 Hong Kong	Ernst & Young, Hongkong	12-07-2023
Simple Approach Limited	02-06-2005 Hong Kong	Grant Thornton Hongkong Limited	04-03-2024

A Compliance Certificate from SGGS & Associates [FRN: P2021MH086900], Practicing Company Secretary, pursuant to the requirement of Schedule V to the SEBI Listing Regulations regarding compliance of the conditions of Corporate Governance is attached herewith this report.

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of Companies. SGGS & Associates [FRN: P2021MH086900], Practicing Company Secretary has submitted a certificate to this effect and is attached herewith this report.

Subsidiary Company / Associate / Consortium

The Board of Directors of the Company have also formulated a policy for determining 'material' subsidiaries and the same has been uploaded on the website of the Company at <https://pds ltd.com/wp-content/uploads/2023/06/Policy-for-determining-the-Material-Subsidiary.pdf>.

During the year under review, as per the provisions of Regulations 16 and 24 of the SEBI Listing Regulations, at least one Independent Director of the Company is required to be appointed on the Board of unlisted material subsidiaries whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

In compliance with the above, reproduced herein below is the list of identified unlisted material subsidiary companies for the financial year 2023-24, accompanied by the Company's Independent Director's appointed on their Board of Directors:

1. Multinational Textile Group Limited, Mauritius – Mr. Nishant Parikh
2. Norwest Industries Limited, Hong Kong – Ms. Yael Gairola

The Audit Committee and Board reviews the financial statements, material significant transactions and working of the unlisted subsidiary companies and the minutes are placed before the Board.

The Company is compliant with other requirements under Regulation 24 of the SEBI Listing Regulations with regards to its subsidiary companies.

Name of the Material Subsidiary	Date and Place of Incorporation	Name of Statutory Auditors	Date of Appointment
Poeticgem Limited	07-05-1991 United Kingdom	UHY Hacker Young LLP, Chartered Accountant, London	11-04-2022
PDS Ventures Limited	25-11-2015 Mauritius	Lancasters, Chartered Accountant, Mauritius	09-05-2023
PDS Sourcing Limited	29-03-2006 Mauritius	Lancasters, Chartered Accountant, Mauritius	09-05-2023
PDS Manufacturing Limited	22-03-2021 Mauritius	Lancasters, Chartered Accountant, Mauritius	09-05-2023
PDS Multinational FZCO	01-02-2021 UAE	Alia Chartered Accountants, UAE	01-11-2023
New Lobster Limited	02-05-2023 UK	UHY Hacker Young LLP, Chartered Accountant, London	10-07-2023
PDS Ventures Limited	28-12-2017 Hong Kong	Falcon Certified Public Accountants Ltd, Hong Kong	08-03-2024

Total Fees Paid to Statutory Auditors

For the financial year under review, the Company has paid a consolidated sum of ₹87,58,865 to M/s. Walker Chandiook & Co LLP, the statutory Auditor and all its entities.

Particulars	(Amount in ₹)		
	By Company	By Subsidiaries	Total
Statutory Audit Fees	65,78,000	14,25,000	80,03,000
Tax Audit Fees	126,500	50,000	1,76,500
Out of pocket Expenses	579,365	-	579,365
Total	72,83,865	14,75,000	87,58,865

Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V(c) of the SEBI Listing Regulations

As on March 31, 2024, the Company is in compliance with the requirement of corporate governance report of sub-paras (2) to (10) of Schedule V(c) of the SEBI Listing Regulations.

Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

In terms of the schedule V of the SEBI Listing Regulation, the details of unclaimed shares lying in suspense account which were issued to the shareholders of the Pearl Global Industries Limited in pursuant to Scheme of Arrangement approved by the Hon'ble High Court of Delhi and in name of PDS Limited are given below:

Particulars	No. of cases	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year i.e. as on April 1, 2023.	531	2,82,630
Number of shareholders who approached to the Issuer / Registrar for transfer of shares from suspense account during the FY 2023-24.	2	2,380
Number of shareholders to whom shares were transferred from suspense account during the FY 2023-24.	2	2,380
Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year i.e. as on March 31, 2024.	528	2,80,250

The voting rights on the shares in the suspense account as on March 31, 2024 shall remain frozen till the rightful owners of such shares claim the shares. The Company sends periodic reminders to the concerned shareholders advising them to lodge their claims with respect to unclaimed shares.

Further, the complete details of unclaimed shares lying in the suspense account has been uploaded on company's website www.pdstld.com.

Transfer of unclaimed/unpaid amounts to Investor Education and Protection Fund

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF") along with the corresponding shares. Further, the Sale proceeds of fractional shares arising out of demerger, an amount of ₹ 1,13,894.78 was transferred to IEPF on February 16, 2023. The details of the unclaimed amount so transferred are available on the Company's website at www.pdstld.com and on the website of MCA at <https://www.iepf.gov.in>.

Details of Unclaimed Dividend

The following table provides list of year for which unclaimed dividends and their corresponding shares outstanding as on March 31, 2024:

Type of Dividend	Dividend per share	Date of declaration	Due date for Transfer	Unclaimed Dividend as on March 31, 2024 (₹)
Interim Dividend – FY2023-24	1.60	01-11-2023	06-12-2030	11,94,357.82
Final Dividend – FY2022-23	2.60	31-07-2023	04-09-2030	19,53,783.64
Interim Dividend – FY2022-23	2.50	07-11-2022	12-12-2029	22,46,058.58
Final Dividend – FY2021-22	23.85	29-07-2022	02-09-2029	32,70,138.22
Final Dividend – FY2020-21	15.75	30-07-2021	03-09-2028	26,92,134.96

Details of the unclaimed dividend are available on the website of the Company at www.pdsLtd.com.

Details of Utilization of Fund

During the year your Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) the SEBI Listing Regulations.

Prevention, Prohibition and Redressal of Sexual Harassment of Women at the Workplace

The Company has in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, 1 (One) complaint was received and was suitably closed in accordance with the Company's processes and no complaints were pending at the end of the year.

Disclosure by the Company and its Subsidiaries of "Loans and Advances in the nature of loans to firms/ companies in which directors are interested by name and amount."

The Company has not provided any loans and advances to any firms/companies in which Directors are interested.

Disclosure of Accounting Treatment

The Company has prepared its Standalone & Consolidated Financial Statements in accordance with Indian Accounting Standards as notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

The Loans and advances given by the Company and its Subsidiaries in the nature of loans to firms/companies in which directors are interested, as referred in Financial Statements annexed to this Annual Report.

Compliance with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI Listing Regulations

The Corporate Governance Report of the Company as of March 31, 2024, adheres to all relevant requirements of the SEBI Listing Regulations, with the exception of one instance noted under Regulation 17(1) during the financial year 2023-24 more particularly detailed in the Secretarial Audit Report forming part of this Annual Report.

Disclosure of certain types of agreements binding listed entities as per the clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations

During the year under review, the shareholders, promoters, promoter group entities, related parties, directors, key

managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company has not entered into any such agreements.

Details of Compliance with mandatory requirements and adoption of non-mandatory/ discretion requirements

The Company has complied with all the mandatory requirement of the SEBI Listing Regulations, which is being reviewed by the Board from time to time.

The status of adoption of the non-mandatory requirements pursuant to Regulation 27(1) read with Part E of Schedule II to the SEBI Listing Regulations is as under:

a. Board and Separate post of Chairman of the Board and Chief Executive Officer (CEO)

The position of the Chairman of the Board of Directors and that of the Managing Director and the Chief Executive Officer are separate. Dr Deepak Kumar Seth is the Chairman of the Company and Mr. Sanjay Jain is Group CEO of the Company. Mr. Sanjay Jain is not related to promoter and promoter group.

b. Shareholders Rights

Your Company follows a robust process of communicating with the shareholders which have been elaborated in the Report under the heading 'Means of Communication'.

c. Audit Qualifications

During the year under review, there is no audit qualification in your Company's Financial Statements nor has there been a matter of emphasis made during the year.

d. Reporting of Internal Auditor

The Internal Auditor of the Company reports to the Chairman of the Audit Committee and has direct access to the Audit Committee.

Executive Vice Chairman, Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

The CEO and CFO of the Company give annual certificate on financial reports and internal controls to the Board in terms of Regulation 17(8) of the SEBI Listing Regulations, and the said certificate is forming part of this Annual Report. The Executive Vice Chairman, CEO and CFO issued a quarterly compliance certificate on financial results and place the same before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations.

Annexure to Report on Corporate Governance

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2024.

Date: May 14, 2024

Sanjay Jain
Chief Executive Officer

Annexure to Report on Corporate Governance

CERTIFICATION BY EXECUTIVE VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

[Compliance Certificate under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors

PDS Limited

We, Pallak Seth, Executive Vice Chairman, Sanjay Jain, Chief Executive Officer and Rahul Ahuja, Chief Financial Officer of PDS Limited, to the best of our knowledge and belief, certify that;

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2024 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that:
- (1) there has not been any significant change in internal control over financial reporting during the year under reference;
 - (2) there has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (3) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in company's internal control system over financial reporting.

Date: May 14, 2024

(Pallak Seth)
Executive Vice Chairman

(Sanjay Jain)
Chief Executive Officer

(Rahul Ahuja)
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members,
PDS Limited
Unit No.971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri (East),
Mumbai, Maharashtra—400093, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PDS Limited** having CIN L18101MH2011PLC388088 and registered office at Unit No.971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri (East), Mumbai, Maharashtra—400093, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ended on 31 March 2024 and upto the date of issuing this certificate, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1	Dr. Deepak Kumar Seth	00003021	06 April 2011
2	Mr. Pallak Seth	00003040	06 April 2011
3	Mrs. Payel Seth	00003035	06 April 2011
4	Mr. Parth Dasharath Gandhi	01658253	27 May 2021
5	Mr. Mungo Park	09390792	09 November 2021
6	Mr. Robert Lloyd Sinclair	09390821	09 November 2021
7	Mr. Nishant Parikh Ravindra	07349640	08 December 2021
8	Ms. Yael Gairola	08434509	08 December 2021
9	Mr. B.G. Srinivas	00517585	28 March 2023
10	Ms. Sandra Campos	10390929	28 November 2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SGG & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600F000363663

Peer Review Certificate No.: 1112/2021

Place of signing: Thane

Date of signing: May 14, 2024

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
PDS Limited

We have examined the compliance of the conditions of Corporate Governance by PDS Limited ('the Company') for the year ended on 31 March 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the listed regulations for the year ended on 31 March 2024, except as follows:

- The BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') had issued notice to the Company regarding non-compliance of the Regulation 17(1) of the SEBI Listing Regulations w.r.t delay in filling the casual vacancy in the office of Independent Women Director and consequently affecting the board composition of the Company. The Company has duly rectified the said non-compliance on 28 November 2023. The fine of INR 1,70,000/- each was paid to BSE and NSE.

The compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600F000363707

Peer Review Certificate No.: 1112/2021

Place of signing: Thane

Date of signing: May 14, 2024

Annexure 7

Business Responsibility and Sustainability Report 2023-24

Section A: General Disclosures

I. Details of the listed entity

SR.No.	Particulars	Details
1	Corporate Identity Number (CIN) of the Listed Entity	L18101MH2011 PLC388088
2	Name of the Listed Entity	PDS Limited ["PDS/Company"]
3	Year of incorporation	06-04-2011
4	Registered office address	Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai- 400093, Maharashtra, India.
5	Corporate address	Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai- 400093, Maharashtra, India.
6	E-mail	investors@pdsLtd.com
7	Telephone	+91-22-41441100
8	Website	www.pdsLtd.com
9	Financial year for which reporting is being done	2023-24
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited and BSE Limited
11	Paid-up Capital	₹2,6384.06 lakhs as of March 31, 2024
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Abhishekh Kanoi, Head of Legal and Company Secretary & Compliance Officer investors@pdsLtd.com +91-22-41441100
13	Reporting boundary	This Report is prepared on a consolidated basis, and it includes PDS's facilities and offices located in India and overseas.
14	Name of Assurance provider	Grant Thornton Bharat LLP
15	Type of Assurance obtained	Reasonable Assurance for BRSR Core and Limited assurance for 'Other selected indicators of BRSR other than BRSR Core Information

II. Products / Services

16. Details of business activities (accounting for 90% of the turnover)

SR.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Sourcing	PDS provides a full suite of in-house services, including product development, design, sampling, and manufacturing through in-house and third party factories. Additionally, we deliver quality assurance, compliance, and supply chain management to support brands and retailers.	97%*

*Prior to intersegment elimination

17. Products / Services sold by the entity (accounting for 90% of the entity's Turnover)

SR.No.	Product / Service	NIC Code	% of total Turnover contributed
1	Wholesale of textiles, fabrics, yarn, household linen, articles of clothing, floor coverings and tapestry, sports clothes	46411	97%*

*Prior to intersegment elimination

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	0	12	12
International	4	79	83

PDS is a global business-to-business (B2B) fashion infrastructure Company, offering tailored solutions across the fashion value chain. With a presence in over 22 countries, the Company caters to markets such as UK, Europe, Asia, Middle East, USA and Australia. PDS and its subsidiaries operate manufacturing facilities, these include 2 facilities in Bangladesh, 1 manufacturing unit, and 1 cutting plant in Sri Lanka. Additionally, PDS and its subsidiaries have 90+ offices, encompassing corporate offices and design studios worldwide.

19. Markets served by the entity

a. Number of Locations

Locations	Number of Plants
National (No. of States)	28 states & 8 Union Territories
International (No. of Countries)	Across 45 countries

b. What is the contribution of exports as a percentage of the total turnover of the entity?

In FY 2023-24, 87% of PDS's standalone turnover was from exports out of India.

c. A brief on types of customers

PDS predominantly operates on a global B2B model, providing customised solutions such as manufacturing, design-led sourcing, sourcing as a service, and brand management to retailers and brands worldwide. PDS has a diverse clientele comprising of well known global brands and retailers. The Company's customer base consists of over 200 marquee customers spanning across UK, Europe, North America, Asia, and the Middle East.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and Workers (including differently abled)

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	4,151	3,059	74%	1,092	26%
2	Other than Permanent (E)	67	32	48%	35	52%
3	Total Employees (D+E)	4,218	3,091	73%	1,127	27%
WORKERS						
1	Permanent (F)	5,992	1,206	20%	4,786	80%
2	Other than Permanent (G)	13	5	38%	8	62%
3	Total Workers (F+G)	6,005	1,211	20%	4,794	80%

b. Differently abled Employees and Workers:

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	7	4	57%	3	43%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total Differently Abled Employees (D+E)	7	4	57%	3	43%
DIFFERENTLY ABLED WORKERS						
1	Permanent (F)	9	5	56%	4	44%
2	Other than Permanent (G)	0	0	0%	0	0%
3	Total Differently Abled Workers (F+G)	9	5	56%	4	44%

21. Participation / Inclusion / Representation of women

Particulars	Total (A)	No. and % of Females	
		No. (B)	% (B/A)
Board of Directors	10	3	30%
Key Management Personnel	3	0	0%

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22* (Turnover rate in the year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
	Permanent Employees	28%	26%	27%	27%	25%	26%	27%	21%
Permanent Workers	45%	53%	52%	57%	56%	56%	53%	58%	57%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of holding/subsidiary / associate companies / joint ventures

S.No.	Name of Holding Company/ Associate Companies/Joint Ventures	Indicate whether holding company/ associate/joint venture	% of shares held by related party	Does the entity indicated in column A, participate in the business Responsibility Initiatives of the listed entity? (Yes/No)
1	360 Notch Limited	Subsidiary	100%	No
2	Apex Black Limited	Subsidiary	65%	No
3	Blueprint Design Limited	Subsidiary	100%	No
4	Brand Collective Corporation Limited	Subsidiary	70%	Yes
5	Brand Collective Limited	Subsidiary	70%	No
6	Casa Collective Limited	Subsidiary	75%	Yes
7	Casa Forma Limited	Subsidiary	100%	No
8	Clover Collection Limited	Subsidiary	100%	Yes
9	Clover Collections FZCO	Subsidiary	75%	Yes
10	Collaborative Sourcing Services FZCO	Subsidiary	75%	Yes
11	Collective Near East Sourcing Services FZCO	Subsidiary	100%	No
12	DBS Lifestyle India Private Limited	Subsidiary	51%	Yes
13	Design Arc Asia Limited	Subsidiary	98%	Yes
14	Design Arc Brands Limited	Subsidiary	85%	Yes
15	Design Arc Europe Limited	Subsidiary	70%	No
16	Design Arc Europe SPA	Subsidiary	70%	Yes
17	Design Arc FZCO	Subsidiary	85%	No
18	Design Arc UK Limited	Subsidiary	85%	Yes
19	Design Hub Sourcing FZCO	Subsidiary	100%	No
20	DH Sourcing Limited	Subsidiary	60%	No
21	Dizbi Private Limited	Subsidiary	100%	No
22	Fareast Vogue Limited	Subsidiary	55%	Yes
23	GoodEarth Apparels Limited	Subsidiary	99%	Yes
24	GoodEarth Lifestyle Limited	Subsidiary	100%	No
25	Grupo Sourcing Limited, Hongkong	Subsidiary	51%	Yes
26	Grupo Sourcing Limited, Bangladesh	Subsidiary	75%	Yes

S.No.	Name of Holding Company/ Associate Companies/Joint Ventures	Indicate whether holding company/ associate/joint venture	% of shares held by related party	Does the entity indicated in column A, participate in the business Responsibility Initiatives of the listed entity? (Yes/No)
27	Home Sourcing Solutions Limited	Subsidiary	51%	Yes
28	Infinity Fashion FZCO	Subsidiary	85%	No
29	INFINITY FASHION TEDARİK HİZMETLERİ ANONİM ŞİRKETİ	Subsidiary	75%	No
30	Jcraft Array Limited	Subsidiary	100%	No
31	JJ Star Industrial Limited	Subsidiary	85%	No
32	Kindred Brands Limited	Subsidiary	57.50%	No
33	Kindred Fashion Limited	Subsidiary	57.50%	No
34	Kleider Sourcing FZCO	Subsidiary	100%	No
35	Kleider Sourcing Hong Kong Limited	Subsidiary	51%	Yes
36	Kleider Souring Limited	Subsidiary	51%	No
37	Krayons Sourcing Limited	Subsidiary	51%	Yes
38	Lilly and Sid Ltd	Subsidiary	75%	Yes
39	Lily And Lionel London Limited	Subsidiary	55%	Yes
40	Moda & Beyond Limited	Subsidiary	85%	Yes
41	Moda and Beyond FZCO	Subsidiary	64%	Yes
42	Multinational Textile Group Limited	Subsidiary	100%	Yes
43	New Lobster Limited	Subsidiary	100%	No
44	Nodes Studio LDA	Subsidiary	100%	Yes
45	Nor Lanka Manufacturing Colombo Limited	Subsidiary	90%	Yes
46	Nor Lanka Manufacturing Limited	Subsidiary	100%	Yes
47	Norlanka Manufacturing India Private Limited'	Subsidiary	100%	Yes
48	Norlanka Progress (Private) Limited	Subsidiary	100%	Yes
49	Norwest Industries Limited	Subsidiary	100%	No
50	Pangram Brands Global Private Limited	Subsidiary	100%	Yes
51	PDS Asia Star Corporation Limited	Subsidiary	51%	No
52	PDS Brands Manufacturing FZCO	Subsidiary	60%	Yes
53	PDS Brands Manufacturing Limited	Subsidiary	100%	No
54	PDS Brands Private Limited	Subsidiary	100%	Yes
55	PDS Collective Sourcing Ltd	Subsidiary	100%	No
56	PDS Design Services Limited	Subsidiary	75%	No
57	PDS Far East Limited	Subsidiary	100%	No
58	PDS Far East USA Inc	Subsidiary	80%	Yes
59	PDS Fashion USA Limited	Subsidiary	100%	Yes
60	PDS Fashions Bangladesh Limited	Subsidiary	100%	Yes
61	PDS Fashions Hong Kong Limited	Subsidiary	100%	No
62	PDS Fashions Limited	Subsidiary	100%	Yes
63	PDS Global Procurement Services FZCO	Subsidiary	100%	No

S.No.	Name of Holding Company/ Associate Companies/Joint Ventures	Indicate whether holding company/ associate/joint venture	% of shares held by related party	Does the entity indicated in column A, participate in the business Responsibility Initiatives of the listed entity? (Yes/No)
64	PDS Incubation Company Limited	Subsidiary	100%	No
65	PDS Lifestyle FZCO	Subsidiary	100%	No
66	PDS Lifestyle Limited	Subsidiary	51%	No
67	PDS Lifestyle Limited	Subsidiary	100%	No
68	PDS Logistics FZCO	Subsidiary	51%	No
69	PDS Manufacturing Limited	Subsidiary	100%	No
70	PDS Multinational FZCO	Subsidiary	100%	Yes
71	PDS Radius Brands FZCO	Subsidiary	75%	No
72	PDS Smart Fabric Tech Limited	Subsidiary	100%	No
73	PDS Sourcing Bangladesh Limited	Subsidiary	99.97%	Yes
74	PDS Sourcing FZCO	Subsidiary	100%	No
75	PDS Sourcing Limited	Subsidiary	100%	No
76	PDS Tailoring Limited	Subsidiary	70%	No
77	PDS Trading (Shanghai) Company Ltd	Subsidiary	60%	Yes
78	PDS Ventures Limited	Subsidiary	100%	No
79	PDS Ventures Limited	Subsidiary	100%	No
80	PG Capital FZE	Subsidiary	100%	No
81	PG Group Limited	Subsidiary	51%	Yes
82	PG Group SPA	Subsidiary	51%	No
83	PG Home Group Limited	Subsidiary	45.90%	Yes
84	PG Home Group SPA	Subsidiary	45.90%	No
85	PG Shanghai Manufacturer Co. Ltd	Subsidiary	51%	Yes
86	Poetic Brands Limited	Subsidiary	60%	Yes
87	Poeticgem International FZCO	Subsidiary	75%	No
88	Poeticgem International Limited	Subsidiary	100%	Yes
89	Poeticgem Limited	Subsidiary	100%	Yes
90	Progress Apparels (Bangladesh) Limited	Subsidiary	100%	Yes
91	Progress Manufacturing HK Ltd	Subsidiary	100%	No
92	Progressive Crusade Unipessoal LDA	Subsidiary	60%	No
93	Recovered Clothing Limited	Subsidiary	60%	Yes
94	Rising Asia Star Hong Kong Co. Limited	Subsidiary	100%	Yes
95	s.Oliver Fashion India Private Limited	Subsidiary	55%	No
96	Simple Approach (Canada) Limited	Subsidiary	85%	No
97	Simple Approach Bangladesh Private Limited	Subsidiary	85%	Yes
98	Simple Approach Home Limited	Subsidiary	85%	No
99	Simple Approach Limited	Subsidiary	85%	Yes
100	SKOPE Apparels FZCO	Subsidiary	75%	No
101	Smart Notch (Shanghai) Ltd	Subsidiary	100%	Yes
102	S.O.T Garments India Private Limited	Subsidiary	55%	Yes

S.No.	Name of Holding Company/ Associate Companies/Joint Ventures	Indicate whether holding company/ associate/joint venture	% of shares held by related party	Does the entity indicated in column A, participate in the business Responsibility Initiatives of the listed entity? (Yes/No)
103	Sourcing Solutions Europe BVBA	Subsidiary	51%	Yes
104	Sourcing Solutions Limited	Subsidiary	51%	No
105	Spring Design London Limited	Subsidiary	100%	No
106	Spring Near East FZCO	Subsidiary	55%	No
107	Spring Near East Manufacturing Company Limited	Subsidiary	65%	Yes
108	Styleberry Limited	Subsidiary	100%	Yes
109	Sunny Up Limited	Subsidiary	60%	Yes
110	Suri Overseas Pvt Ltd	Subsidiary	51%	No
111	Techno (Shanghai) Trading Co. Ltd.	Subsidiary	55%	Yes
112	Techno Design GmbH	Subsidiary	55%	Yes
113	Techno Design HK Limited	Subsidiary	55%	Yes
114	Techno Design USA LLC	Subsidiary	55%	No
115	Techno Sourcing BD Limited	Subsidiary	49%	Yes
116	TECHNO SOURCING DIŞ TİCARET ANONİM ŞİRKETİ	Subsidiary	55%	Yes
117	Technocian Fashions Private Limited	Subsidiary	55%	Yes
118	The Brand Group Limited	Subsidiary	100%	No
119	The Source Fashions Platform FZCO	Subsidiary	85%	No
120	Twins Asia FZCO	Subsidiary	85%	Yes
121	Twins Asia Limited	Subsidiary	98%	Yes
122	Upcycle Labs Limited	Subsidiary	61%	Yes
123	Vivere London Limited	Subsidiary	57%	No
124	Wonderwall (F.E) Limited, Hongkong	Subsidiary	63.75%	Yes
125	Wonderwall (F.E) Limited, UK	Subsidiary	63.75%	Yes
126	Zamira Fashion Limited	Subsidiary	67%	No
127	Zamira Fashion Limited, Zhongshan	Subsidiary	67%	Yes
128	Digital Ecom Techno Private Limited	Joint Venture	42.14%	Yes
129	Digital Internet Technologies Limited	Joint Venture	50%	Yes
130	Yellow Octopus EU SA	Joint Venture	50%	No
131	Yellow Octopus Ventures FZCO	Joint Venture	50%	No
132	Yellow Octopus-UK Limited	Joint Venture	50%	No
133	GWD Enterprises Limited	Associate	25%	No
134	Loop Digital Wardrope Limited	Associate	34%	No
135	Mambo Leisure Masters Limited	Associate	20%	No
136	Nobleswear (Private) Limited	Associate	26%	No
137	Reflaunt Pte Ltd.	Associate	26%	No

VI. CSR Details

24. CSR Details

(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

Yes, CSR as per section 135 of Companies Act, 2013 is applicable to the Company. The Company has made its contribution of approximately ₹56,72,490 to Soham for Kids Education Society, a trust registered under the Societies Registration Act of 1860 and based in Hyderabad. This organisation adopts a comprehensive approach to child welfare, providing essential services such as healthcare, balanced nutrition (including two meals daily), and an educational platform. Furthermore, through its initiatives, the trust empowers parents with valuable vocational training, facilitating their access to sustainable livelihoods. In addition to the statutory requirement, the Company through its subsidiaries located across the globe contribute and participate in social projects in their respective geographies.

(ii) Turnover (in ₹): 62,542 lakhs

(iii) Net worth (in ₹): 26,547 lakhs

Note : Turnover and Networth of PDS Ltd (Standalone)

VII. Transparency & Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Permanent Employees	Yes	0	0	NA	0	0	NA
Investors (other than shareholders)	Yes	0	0	NA	0	0	NA
Shareholders	Yes	0	0	NA	1	0	NA
Employees and workers	Yes	32	0	NA	59	0	NA
Customers	Yes	6	0	NA	0	0	NA
Value Chain Partners	Yes	2	0	NA	0	0	NA
Other (please specify)	Yes	3	1	NA	0	0	NA

PDS has an established Vigil Mechanism Policy and Grievance Redressal Policy to ensure fair and equal treatment of all stakeholders, free from bias. All stakeholders can raise grievances through the independent online platform, NAVEX hotline global platform which are addressed by the Reviewing Authority, promptly. The Company also maintains a complaint register at all their factory locations wherein the factory associates can raise complaints on any issues that they face, these complaints are documented and addressed by the factory compliance manager and Head of Compliance.

Any concerns on malpractices can be reported by employees, vendors, contractors, or any other stakeholders to his/her reporting managers, or respective locational/functional human resources head.

If any Whistle Blower has concerns regarding submission to Protected Disclosures, he/she may report directly to the Vigilance Officer.

Reporting Mechanisms

Ethics Hotline <https://pdsLtd.com/ethics-hotline/>

Email whistleblower@pdsLtd.com
auditcommittee@pdsLtd.com

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S.No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Human Rights	Opportunity/ Risk	Failure to implement robust human rights procedures and policies can lead to significant risks, including legal repercussions, reputational damage, and loss of trust among stakeholders. On the other hand, proactively championing human rights can serve as a powerful differentiator, enhancing The Company's brand reputation and aligning with stakeholder expectations. By fostering a workplace environment grounded in positivity and inclusivity. The Company not only can mitigate risks but also unlock opportunities for innovation, employee satisfaction, and long-term sustainability.	1) The Company maintains a Zero Tolerance against forced or compulsory labor, encompassing bonded labor, slavery, and human trafficking, as articulated in the Company's Human Rights Policy. 2) The Company's commitment to human rights protection is reflected across various facets of the operations, including the Employee Code of Conduct, Policy on Prevention of Sexual Harassment at the Workplace, Suppliers Code of Conduct, and best HR practices, ensuring comprehensive safeguards throughout the value chain engagement.	Positive
2	Green House Gases (GHG) Emissions	Risk	Greenhouse gas emissions pose significant environmental and health hazards. Any harm to the environment and biodiversity could result in reputational damage, financial penalties, increased costs, missed business prospects, and negative media coverage. Managing these risks is crucial for the Company to protect its standing and financial well-being.	PDS understands the impact its operations can have on the environment and remains steadfast its commitment towards sustainability. 1) The Company has established ESG principles across its business operations and have set key targets under their sustainability pillars of respect water, reduce emissions, think circular & build community. 2) The Company tracks and monitors its Scope 1 and Scope 2 emissions on an ongoing basis for their own factories and have started covering the major office locations also. 3) The Company announced its commitment to Science Based Targets initiative (SBTi), aligning its sustainability efforts with global climate science. 4) The Company has actively pursued initiatives to shrink emissions and its overall carbon footprint.	Negative

S.No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				<ul style="list-style-type: none"> i. Installation of solar power at subsidiaries in Sri Lanka & Bangladesh. ii. Installation of an in-house wash plant at Progress Apparels (Bangladesh) Limited reducing wash time and transport to and from factory. iii. Water saving initiatives implemented at factories, tree plantation, mangrove restoration, initiatives resulting in positive environmental impact. 	
3	Energy Management	Risk	Energy management holds utmost importance for the Company given its heavy dependence on a reliable energy supply. With finite natural resources, transitioning from non-renewable to renewable energy sources is imperative, not only for environmental sustainability but also for cost-effectiveness	<ul style="list-style-type: none"> 1) The installation of solar power panels for energy requirements at factory locations in Bangladesh & Sri Lanka. 2) Use of jute incineration boiler in Progress Apparels (Bangladesh) Limited to generate energy from our jute waste. 3) Apart from the newly established cutting plant, all three manufacturing units have received recognition and the LEED Gold Certification for their exceptional energy leadership and environmentally conscious design. 	Positive
4	Water Management	Risk and Opportunity	Recognising the global risks of rising water demand and limited supply, the Company prioritises water management. The Company acknowledges water as a significant risk due to its crucial role in operations and community welfare. Climate change exacerbates the challenge, with extreme weather events like droughts posing threats to water availability. In tandem, sustainable water management practices also provides increased opportunities for such companies given the commitments of prospective customers towards conscious sourcing.	<ul style="list-style-type: none"> 1) The Company has adopted measures to monitor and regulate water usage across its operations. 2) The Company's efforts include rainwater harvesting, installation of auto-stop taps, and the utilisation of condenser reserve tanks to recycle boiler water, water pressure reduction valves have also been installed to curb consumption. 3) Furthermore, comprehensive training sessions have been conducted to educate employees and workers, fostering awareness and minimising water wastage. 	Positive

S.No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Community Relations	Opportunity	Interacting with the community provides companies with valuable insights into their needs while fostering trust and support. Cultivating positive relations with the community can attract local talent, customers, and investors, thereby unlocking new market prospects	<ol style="list-style-type: none"> 1) The Company actively engages in community initiatives and outreach programs, through its global subsidiaries, reaching out to communities in various geographies. 2) The Company supports education for underprivileged and orphaned children through organisations like the Soham Kids Education Society in Hyderabad and Soham for All in Bangladesh. 3) The Company also provides assistance to communities in times of adversity, including during economic downturns and natural disasters. 	Positive
6	Occupational Health & Safety	Risk	Ensuring a safe and healthy workplace for everyone is vital for boosting productivity and nurturing organisational development. Additionally with manufacturing facilities spread across different locations, the labor-intensive nature of operations poses health risks for the workforce, stemming from factors like machinery breakdowns and human error.	<ol style="list-style-type: none"> 1) Medical/Accident insurance is provided to all workers 2) Clinics/Medical bays offering immediate medical assistance is set up at own factories. 3) Factories & Offices are equipped with First Aid kits and fire safety equipment. 4) Fire safety & health trainings are conducted to create awareness. 	Positive
7	Product Quality, Safety and Sustainability	Risk and Opportunity	In today's context, the significance of product quality, safety, and sustainability cannot be overstated. Consumers are increasingly discerning, seeking products that not only meet their needs but also align with their values. High-quality products that are safe to use instill trust and confidence in the brand. Furthermore, in the face of growing environmental concerns, sustainability has become a non-negotiable criterion for many consumers. By prioritising these, companies not only meet current market demands but also future-proof their operations, establishing themselves as responsible and reliable industry leaders.	<ol style="list-style-type: none"> 1) All our products are meticulously crafted to meet customer specifications, undergo rigorous testing, and adhere to the highest quality standards through our in-house inspection process. 2) Sustainability is integral to the Company's design, sourcing, and manufacturing processes, ensuring that environmental considerations are embedded at every stage of production. 	Negative

S.No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Supply Chain Management	Risk and Opportunity	It has become imperative for companies to partner with suppliers who prioritise operational efficiencies, resource management, pollution reduction, and ethical business conduct. Moreover, consumers are also increasingly demanding products that are ethically and sustainably sourced and produced.	<ol style="list-style-type: none"> 1) The Company has implemented a sustainable supply chain policy and upholds a robust Supplier Code of Conduct. 2) Regular internal audits are carried out across all suppliers to ensure adherence to this Code. These assessments cover critical areas including forced labor, bonded labor, harassment, fair wages, working hours, compensation and benefits, freedom of association and collective bargaining, as well as health and environmental safety standards. 	Negative
9	Circular Economy	Opportunity	The concept of a circular economy revolves around extending the lifespan of products through reuse and recycling. This practice is crucial for companies as it not only reduces waste but also aids in balancing industry demand and supply, particularly in the face of resource constraints. Increasingly, customers are demanding products that embed circularity and regenerative economy considerations from design to disposal.	<ol style="list-style-type: none"> 1) The Company collaborates with Yellow Octopus - UK Limited to promote sustainability within the fashion industry through advocacy for circular business models. Yellow Octopus has successfully implemented take-back programs across the UK and Europe, redirecting fashion waste away from landfills. 2) The Company actively supports upcycling initiatives in the fashion sector through its subsidiary in Upcycle Labs Limited. 3) The Company has invested in early-stage startups dedicated to circularity solutions within the fashion value chain. 4) In addition to these efforts, the Company has installed a jute incineration boiler at Progress Apparels (Bangladesh) Limited to efficiently generate energy from jute waste. 	Positive

S.No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
10	Industry Collaborations	Opportunity	Collaborating with peers in the industry not only keeps us abreast of current trends but also serves as a benchmark for performance relative to others in the same sector	<ol style="list-style-type: none"> 1) The Company is a signatory to the UN Global Compact 2) Through its association with the Sustainable Apparel Coalition (SAC), the Company collaborates with a diverse range of industry stakeholders across the apparel value chain. 3) During the year the Company has also become a member of the American Apparel & Footwear Association (AAFA) 4) The Company also participated as the fashion sponsor for Bhart Tex, a global textile mega event organized by a consortium of 11 Textile Export Promotion Councils and supported by the Ministry of Textiles. 	Positive
11	Business Ethics and Integrity and Code of Conduct	Risk and Opportunity	Business ethics and governance are critical for the Company, underpinning the reputation and relationships. Upholding high standards fosters trust, transparency, and compliance, mitigating risks and driving sustainable growth. It demonstrates the commitment to responsible business conduct, essential for long-term success and competitiveness.	The governance practices of the Company ensure compliance with global standards while considering social and environmental impacts. The robust Code of Conduct promotes a safe and inclusive workplace globally, emphasising principles like Trust, Integrity, and Ethics. The Company established the Ethics Global Hotline for stakeholders to report concerns overseen by the Vigilance Officer / Ombudsman. Additionally, the Suppliers Code of Conduct upholds ethical standards throughout the supply chain partnerships.	Positive
12	Labour Relations and Collective Bargaining	Risk	Cultivating transparent relationships with workforce through industrial relations and collective bargaining is essential for smooth business operations. It ensures adherence to human rights, promotes a high-performance culture, and fosters a positive work environment.	The Human Rights Policy of the Company ensures a workplace that values equality, safety, and inclusivity, prohibiting discrimination, harassment, child labor, and forced labor. Additionally, the Company respect the rights of the employees and workers to associate or not associate with internal employee resource groups and seek representation, to bargain or not bargain collectively in accordance with local laws.	Negative

Section B: Management & Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No	Principle Description	Reference of PDS Policies
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.	<ul style="list-style-type: none"> Employee Code of Conduct Code of Internal Procedures And Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including designated persons Code of Conduct for Board Members & Senior Management Personnel Anti-Bribery and Anti-Corruption Policy Vigil Mechanism Policy Policy on Diversity of Board Business Responsibility Policy Policy on Related Party Transactions Communications Policy Group Tax Policy
P2	Businesses should provide goods and services in a manner that is sustainable and safe	<ul style="list-style-type: none"> Sustainable Supply Chain and Responsible Sourcing Policy Environment Policy Employee Code of Conduct Sustainable Packaging Policy
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains	<ul style="list-style-type: none"> Employee Code of Conduct Suppliers' Code of Conduct Policy on Prevention of Sexual Harassment at the Workplace Vigil Mechanism Policy Nomination and Remuneration Policy Equal Opportunity Policy Occupational Health and Safety Policy
P4	Businesses should respect the interests of and be responsive to all its stakeholders	<ul style="list-style-type: none"> Stakeholders Engagement Policy Grievances Redressal Policy Corporate Social Responsibility Policy
P5	Businesses should respect and promote human rights	<ul style="list-style-type: none"> Human Rights Policy Employee Code of Conduct Equal Opportunity Policy Policy on Prevention of Sexual Harassment at the Workplace
P6	Businesses should respect and make efforts to protect and restore the environment	<ul style="list-style-type: none"> Sustainable Supply Chain and Responsible Sourcing Policy Sustainable Packaging Policy Biodiversity Policy Environment Policy
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	<ul style="list-style-type: none"> Business Responsibility Policy Anti-Bribery and Anti-Corruption Policy Dividend Distribution Policy Policy for Determining Material Subsidiary Policy for Determining Material of Events or Information Policy on Preservation of Documents and Archival Grievances Redressal Policy Stakeholders Engagement Policy Communications Policy
P8	Businesses should promote inclusive growth and equitable development	<ul style="list-style-type: none"> Corporate Social Responsibility Policy
P9	Businesses should engage with and provide value to their consumers in a responsible manner	<ul style="list-style-type: none"> Stakeholder Engagement Policy Business Responsibility Policy Information Security Policy

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Policy & Management Processes										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
	c. Web Link of the Policies, if available	https://pdsLtd.com/investors/corporate_governance/#policies/								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
3	Do the enlisted policies extend to your value chain partners? (Yes / No)	Yes, the below-mentioned policies extend to our value chain partners 1) Supplier Code of Conduct 2) Sustainable Supply Chain and Responsible Sourcing Policy								
4.	Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									
P1	1. Wrap Certification – Gold certificate of compliance: 3 Owned Manufacturing Facilities (excludes Cutting Plant in Sri Lanka) 2. ISO 9001: 2015 - GoodEarth Apparels Limited 3. GSCS International - Global Organic Textile Standard - All 4 manufacturing units									
P2	1. GRS Certification (Global Recycled Standard (GRS) Textile)- Norlanka Manufacturing Colombo Limited -Trincomalee and GoodEarth Apparels limited 2. RCS Certification (Recycled Claim Standard)- GoodEarth Apparels Limited									
P3	1. ACCORD on Fire Building Safety – Good Earth Apparels Limited 2. BSCI certification - 3 Manufacturing Facilities. 3. SMETA Certification-Norlanka Manufacturing Colombo Limited (Trincomalee and Central Cutting Plant Malwana)									
P4	NA									
P5	NA									
P6	The following certifications are for 3 Manufacturing Facilities (excludes Cutting Plant in Sri Lanka): 1. Higg Index - Environmental Module/ FSLM 2. GSCS International - Organic Content Standard 3. GSCS International - Global Recycled Standard 4. LEED -Gold 5. Global Organic Textile Standard – GoodEarth Apparels Limited 5. EUROPEAN FLAX® Standard 6. SMETA Audit Verified 8. BCI Certification 7. OCS Certification- Norlanka Manufacturing Colombo Limited - Trincomalee, Central Cutting Plant – Malwana and GoodEarth Apparels Limited 8. HIGG FEM Certification- Norlanka Manufacturing Colombo Limited - Trincomalee and Central Cutting Plant - Malwana 9. GOTS Certification- Norlanka Manufacturing Colombo Limited - Trincomalee, Central Cutting Plant – Malwana and GoodEarth Apparels Limited 10. ISO 14064 Certification – Norlanka Manufacturing Colombo Limited - Trincomalee 11. LEED V4 Certification- Gold Certificate- Norlanka Manufacturing Colombo Limited -Trincomalees 12. Oekotex STEP- Norlanka Manufacturing Colombo Limited - Trincomalee									
P7	NA									
P8	1. SEDEX Certification- GoodEarth Apparels Limited									
P9	Oekotex 100 – Norlanka Manufacturing Colombo Limited -Trincomalee and GoodEarth Apparels Limited									

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5 Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has established specific goals and objectives for both its sourcing and manufacturing operations, focusing on four key principles: Decreasing emissions, Preserving Water & the Environment, Embracing Circular Practices, and Supporting Communities. The Company has outlined a strategic plan with measurable targets spanning from 2023 to 2030, with the ultimate aim of achieving a Net Zero status by 2050.								
6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Target				Status				
	By 2023: Join UN Global Compact.				Achieved				
	By 2024: Clearly define and categorize Scope 1, 2, and 3 emissions.				Scope 1 and Scope 2 emissions are being tracked and recorded, The Company is in the process of gathering data and setting up processes to monitor Scope 3 emissions.				
	By 2025: SBTi approved emission reduction targets				The Company has announced its commitment to SBTi and will be soon submitting the targets for validation.				
	By 2026: Provide free primary and secondary education to 1000 children from vulnerable communities.				The Company through its current CSR and other social projects are facilitating the education of ~581 children from vulnerables communities of Hyderabad and Bangladesh. The Company is in the process of reaching out to more communities and children to meet their target.				
	By 2027: Responsibly source all Man Made Cellulosic Fibers (MMCF)				In process				
	By 2030: Achieve a 30% reduction in water consumption.				In process				

Governance, Leadership and Oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

The Company firmly believes that integrating Environmental, Social, and Governance (ESG) principles into our business operations is paramount. This integration not only helps in proactively mitigating risks but also meets consumer expectations, ensures regulatory compliance, and enhances our reputation with our customers and our employees. Ultimately, it leads to fostering a more sustainable and responsible future for the industry as a whole.

The Company recognises the significant environmental challenges faced by the industry and advocate for a shift from short-term, trend-based decisions to long-term, impactful solutions based on science and data. As a global platform company deeply committed to sustainability, the Company is aware and mindful of the environmental and social impacts of our operations. Hence, the Company is dedicated to finding innovative solutions to address these challenges head-on.

The Company ambition is to spearhead lasting change within the fashion industry, positioning ourselves as the premier supply-chain partner known for the ethical, sustainable, and eco-efficient strategies. Central to our Sustainability Agenda are four key pillars: Reduced Emissions, Respect for Water, Circular Thinking, and Community Building. The Company has outlined a roadmap with measurable targets spanning from 2023 to 2030, with the ultimate aim of achieving a Net Zero organisation by 2050.

Furthermore, our manufacturing facilities boast Gold LEED certification, with an ambition to attain Platinum Certification in the near future. Initiatives such as the installation of solar power at Good Earth Apparels Limited in Bangladesh and the establishment of a state-of-the-art wash plant at Progress Apparels (Bangladesh) Limited, funded by the Netherlands-based Good Fashion Fund, underscore the commitment to sustainable practices. These endeavours not only enhance operational efficiencies but also align with the our commitment and focus on to environmental and social stewardship.

Moreover, through its investment arm, PDS Ventures, the Company has strategically backed pioneering companies such as Upcycle Labs, Evernu, Loop, and Style Theory. Upcycle Labs specialises in transforming unwanted inventory into exquisite decor products and store fittings through innovative upcycling techniques. Evernu leverages cutting-edge technology to recycle cotton garment waste into premium, renewable textiles. Meanwhile, Loop and Style Theory operate as online platforms facilitating the resale, swap, donation, and rental of clothing items, thereby fostering a more sustainable approach to fashion consumption.

The Company understand that the journey towards ESG excellence is ongoing. Therefore, it remains steadfast in the commitment to continuous improvement. The Company will continue to identify and address emerging ESG challenges, set ambitious targets, and drive positive change within the organisation and beyond.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies)	The Group Chief Executive Officer (CEO) is the highest authority responsible for the implementation and oversight of the Business Responsibility policies.								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details	Yes, the Company has a designated Committee towards compliance and ESG related issues.								

10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Performance against above policies and follow up action	Performance against the above-mentioned policies and follow-up action is reviewed by the Board of Directors, Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee, as applicable.									Reviews are conducted once every three years or whenever an update is required due to change in applicable laws.							
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	No non-compliances were observed during the reporting period.																	

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes / No). If yes, provide name of the agency.	Internal auditors periodically review the Company's policies, assessing their effectiveness and adequacy based on best practices observed in reputable organisations. The Audit Committee oversees adherence to these policies within the Company.								
	The Company had engaged one of the Big 4 consulting firms to conduct assessments and reviews of PDS's policies for compliance with the applicable laws.								

12. If answer to question (1.) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C: Principle Wise Performance Disclosure



PRINCIPLE 1:

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

- Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%-age of persons in respective category covered by the awareness programmes
Board of Directors	5	Business strategy and risks involved, internal and external audit plans, updates on compliances and regulatory, Company policies and Internal Controls, Updates on human resources and technology.	100%
Key Managerial Personnel	13	Leadership skills, Culture building, Soft skills - managing customer expectations, Positive mindset, Continuous improvement, Productivity enhancement	67%
Employees other than BOD and KMPs	262	Code of Conduct, POSH Awareness Training, Employee Wellbeing Session, Performance Management Training, Occupational Health & Safety, Fire Safety Guidance, Textile recycling training, ISO 14001 and others	83%
Workers	114	PPE & Risk Assessment, Code of conduct awareness training program. The universal human rights awareness training program, Grievance procedure, Machine Safety Training and others	93%

- Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine	NA	NA	0	NA	NA
Settlement	NA	NA	0	NA	NA
Compounding Fee	NA	NA	0	NA	NA

Non-Monetary				
	NGRBC Principle	Name of regulatory/enforcement agencies/ judicial institutions	Brief of Case	Has an appeal been preferred (Yes/No)
Imprisonment	NA	NA	NA	NA
Punishment	NA	NA	NA	NA

- Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has an Anti-Bribery and Anti-Corruption policies that apply to all personnel, including directors, employees (permanent, fixed-term, or temporary), consultants, contractors, sponsors, vendors, and others associated with the company and its subsidiaries. These policies clearly define individual responsibilities, identify potential risk scenarios, designate accountable parties, and establish reporting channels for any instances of bribery or corruption. (<https://pds ltd.com/wp-content/uploads/2024/05/Anti-Bribery-and-Anti-Corruption-Policy.pdf>)

5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:

	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

6. Details of complaints with regard to conflict of interest:

	FY 23-24		FY 22-23	
	(Current Financial Year)		(Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:

The Company has not encountered fines, penalties, or regulatory actions from authorities related to corruption or conflicts of interest during the year. The Company has comprehensive procedures detailed in its Anti-Bribery and Anti-Corruption Policy to handle any potential corruption issues. Furthermore, the Company has outlined procedures in its Employee Code of Conduct to address and manage instances of conflict of interest.

8. Number of days of accounts payables ((Accounts payable * 365) / Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Number of days of accounts payables	53	53

9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
		(Current Financial Year)	(Previous Financial Year)
Concentration of Purchases*	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales*	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-

Parameter	Metrics	FY 2023-24	FY 2022-23
		(Current Financial Year)	(Previous Financial Year)
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	-	-
	b. Sales (Sales to related parties / Total Sales)	0.04%	0.12%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	-	-

*In the absence of specific guidance from SEBI, the Company has interpreted trading houses as intermediaries through which trading occurs. However, since all the procurement are directly from manufacturers and there are no intermediaries involved, there are no trading houses to report. Similarly, there are no dealers and distributors as all the sales are being done directly to the customers and retailers.

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
59	Supplier Orientation training on handling quality specifications, handling, safety measures and Corrective Action Plan (CAP) Discussion, Nirpon 90 Days Hazard Identification and Risk Assessment & Policy Training & Policy Training, ESG Refresher & Customer requirement Training, Implementation of Guidance Document - Minimum Age, Limited Period Contract Employee and Sub-contracting, Training on Grievance etc.	95%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

The Company has implemented a Code of Conduct for its board members and senior management. This Code of Conduct identifies potential conflict-of-interest scenarios and outlines the reporting process for such incidents. Board members and senior management are mandated to annually submit a declaration to the secretarial team confirming their adherence to the Code of Conduct.



PRINCIPLE 2:

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
	(Current Financial Year)	(Previous Financial Year)	
R&D	-	-	-
CAPEX	-	74%	-

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes. The Company is committed to ethical practices and sustainability in its sourcing processes, ensuring the safety and transparency of its products' supply chain. To uphold these principles, the Company has implemented the Sustainable Supply Chain and Responsible Sourcing (SSCRS) policy for its suppliers. This Policy not only guides suppliers on sustainability but also helps them identify, mitigate, and manage their sustainability risks.

The Company conducts regular internal audits to ensure that its value chain partners adhere to the SSCRS Policy and the Suppliers Code of Conduct. Many partners use fabrics certified by Oeko-tex® STeP, which assures compliance with internationally recognised sustainability and environmental standards. The Oeko-tex® Made in Green Label is awarded to products tested for harmful substances, made in environmentally friendly facilities, and manufactured in safe, responsible workplaces.

2. b. If yes, what percentage of inputs were sourced sustainably?

The Company is in the process setting up systems to gather this data.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

PDS is a B2B company, manufacturing and sourcing for brands and retailers, reclaiming the end products is not feasible as they are sold under the name of the respective brand/retailer.

However, being conscious of the impact that the fashion industry has on the environment the Company actively engages and promotes activities that enable circular economy and recycling. Through the investment arm, PDS Ventures, the Company has strategically backed

pioneering companies such as Upcycle Labs, Evernu, Loop, and Style Theory that collect merchandise that would otherwise land in landfills and transform them for reuse.

The Company's subsidiary, Upcycle Labs specializes in transforming unwanted inventory into exquisite decor products and store fittings through innovative upcycling techniques. Evernu leverages cutting-edge technology to recycle cotton garment waste into premium, renewable textiles. Meanwhile, Loop and Style Theory operate an online platforms facilitating the resale, swap, donation, and rental of clothing items, thereby fostering a more sustainable approach to fashion consumption.

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4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

No. the Company does not use plastic packaging for any of its products manufactured in India.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No). If yes, provide the web-link.
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Currently, the Company does not conduct Product Life Cycle assessments. However, some of its supply chain partners are members of the HIGG sustainability platform. As HIGG members, these partners are required to submit data for their facilities, thereby enabling the tracking of their impact on energy, waste, water, and chemical management.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
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In the apparel and textile industry, greenhouse gas (GHG) emissions are pervasive across the entire value chain. The Company collaborates closely with customers and factories, actively sharing industry best practices and processes. The Company has also established a baseline for the GHG emissions through a scientific and data-driven approach. This initiative is in alignment with the UNFCCC commitment to achieve net-zero emissions by 2050, allowing the Company to develop a strategy that supports this goal effectively.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Fabric	12%	13%
Poly Bags	9%	7%
Plastic Hangers	2%	2%

Note : Above data pertains to our own manufacturing operations.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
	Plastics (including packaging)	-	-	-	-	-
E-waste	-	-	-	-	-	-
Hazardous waste	-	-	-	-	-	-
Other waste	-	-	-	-	-	-

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category

PDS is a B2B company, reclaiming the end products is not feasible as they are sold under the name respective brands/retailers. However, the Company actively engages and promotes activities that enable circular economy and recycling.



PRINCIPLE 3:

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of Employees Covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
PERMANENT EMPLOYEES											
Male	3,059	2,847	93%	2,699	88%	NA	NA	692	23%	872	29%
Female	1,092	647	59%	769	70%	1,087	99%	NA	NA	95	9%
Total	4,151	3,494	84%	3,468	84%	1,087	99%	692	23%	967	23%
OTHER THAN PERMANENT EMPLOYEES											
Male	32	18	56%	16	50%	NA	NA	13	41%	0	0%
Female	35	17	49%	17	49%	33	94%	NA	NA	0	0%
Total	67	35	52%	33	49%	33	94%	13	41%	0	0%

b. Details of measures for the well-being of workers:

Category	% of Workers Covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
PERMANENT WORKERS											
Male	1,206	1,154	96%	1,192	99%	NA	NA	66	5%	1,140	95%
Female	4,786	4,756	99%	4,771	99%	4,786	100%	NA	NA	4,741	99%
Total	5,992	5,910	99%	5,963	100%	4,786	100%	66	5%	5,881	98%
OTHER THAN PERMANENT WORKERS											
Male	5	2	40%	3	60%	NA	NA	5	100%	0	0%
Female	8	0	0%	8	100%	8	100%	NA	NA	0	0%
Total	13	2	15%	11	85%	8	100%	5	100%	0	0%

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent in the following format –

	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Cost incurred on wellbeing measures as a % of total revenue of the company	0.05%	0.03%

Note : Cost incurred on wellbeing measures include amount spent by the company on health & accident insurance.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-2024			FY 2022-2023		
	(Current Financial Year)			(Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	8%	0%	Yes	8%	0%	Yes
Gratuity	10%	0%	Yes	10%	0%	Yes
ESI	1%	0%	Yes	1%	0%	Yes
Others – Please Specify	80%	100%	Yes	80%	100%	Yes

Note: 1) PF, Gratuity and ESIC data shown in the table above pertains to all Indian entities in PDS Limited.

2) 96% of the workforce is located outside India, for all other Non-Indian companies, the retiral benefits are as per the respective laws of the land.

3. Accessibility of Workplaces – Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company is committed to enhancing the inclusivity of its workforce by improving the accessibility of its manufacturing facilities and offices for differently-abled individuals. The Company is actively working to expand its presence and ensure equitable access to facilities and opportunities for all.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy:

Yes, the Company has put in place an Equal Opportunity Policy to prevent discrimination based on gender, sexual orientation, religion, race, colour, or disability. This policy requires all supervisors and managers uphold equal opportunities and ensure that all procedures and practices are free from of discrimination. <https://pdsitd.com/wp-content/uploads/2024/05/Equal-Opportunity-Policy.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Male	100%	63%	-	-
Female	86%	71%	97%	30%
Total	88%	68%	97%	30%

Note: The above table represents the Company's employees and workers who went on parental leave. There were no permanent male workers who went on parental leave in the previous year.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes. the Company has implemented a Vigil Mechanism Policy and Grievance Redressal Policy to ensure fair and unbiased treatment of all employees and workers. This Policy ensures that all complaints are dealt with promptly and within defined timeframes. Employees and workers can report grievances through the Ethics Global Hotline Platform. Each complaint is reviewed by the Vigilance Officer/Ombudsman and forwarded to the Board for appropriate disciplinary action.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Benefits	FY 2023-2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)		Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	
		% (B/A)			% (D/C)	
	Total Permanent Employees					
Male						
Female						
	Total Permanent Workers					
Male						
Female						

Note: PDS does not have any recognised associations or Unions. PDS does not impose any restrictions, and workers are free to join any associations or unions of their choice.

8. Details of training given to employees and workers:

Benefits	FY 2023-2024 (Current Financial Year)					FY 2022-2023 (Previous Financial Year)				
	Total (A)	On Health & Safety Measures		On Skill Upgradation		Total (D)	On Health & Safety Measures		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
			EMPLOYEES							
Male	3,091	206	7%	2,409	78%	3,052	380	12%	979	32%
Female	1,127	68	6%	1,103	98%	930	123	13%	396	43%
Total	4,218	274	6%	3,521	83%	3,982	503	13%	1,375	35%
WORKERS										
Male	1,211	608	50%	158	13%	1,238	1,238	100%	298	24%
Female	4,794	3,683	77%	639	13%	4,913	4,913	100%	1,825	37%
Total	6,005	4,291	71%	797	13%	6,151	6,151	100%	2,123	35%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-2024			FY 2022-2023		
	(Current Financial Year)			(Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
EMPLOYEES						
Male	3,091	2,678	87%	3,052	2,590	85%
Female	1,127	925	82%	930	794	85%
Total	4,218	3,603	85%	3,982	3,384	85%
WORKERS						
Male	1,211	743	61%	1,238	857	69%
Female	4,794	3,692	77%	4,913	4,137	84%
Total	6,005	4,435	74%	6,151	4,994	81%

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

No

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company employs a systematic approach to identify work-related hazards, which includes the following steps:

Hazard Identification: The first step involves identifying workplace hazards through methods such as workplace inspections, job hazard analysis, and review of incident reports.

Risk Assessment: After identifying hazards, the next step is to assess the risks associated with each hazard by evaluating the likelihood and severity of potential harm or injury.

Controls: Following risk assessment, the Company develops and implements controls to eliminate or minimise the risks. This includes reviewing existing controls for efficiency and devising new controls such as engineering controls, administrative controls, or the use of personal protective equipment (PPE).

Monitoring and Review: Regular monitoring and review of hazard controls are conducted to ensure their effectiveness and to identify any new hazards. This is achieved through workplace inspections, audits, or incident investigations.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has trained its employees and workers to use various communication channels to report work-related hazards:

Reporting to Designated Person: Each of The Company's manufacturing facilities has a safety officer, supervisor, or manager assigned to identify and resolve potential hazards. Workers can report hazards directly to these designated individuals.

Reporting to HR or Production Team: Workers also have the option to report hazards to the human resources department or the production team, who then coordinate with the designated person to address the hazard.

Whistleblowing Hotline: The Company has an Ethics Global Hotline Platform - <https://pdsitd.com/ethics-hotline/> where anonymous complaints can be lodged. Additionally, some partner factories have an industry hotline number for workers to report hazards.

Grievance Box: Workers can submit a grievance to their employer if they believe a work-related hazard has not been properly addressed. This can be done by submitting a written grievance or utilising a grievance box for submitting the same.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

The Company's manufacturing facilities are equipped with on-site medical officers and medical centers, ensuring that employees and workers have convenient access to comprehensive non-occupational medical and healthcare services. These facilities offer routine checkups, preventive care, and treatment for illnesses or injuries unrelated to work. The majority of employees are covered by a group medical insurance policy managed by the respective entities within the PDS Group.

11. Details of safety related incidents, in the following format:

Safety Incident / Injury	Category*	FY 2023-24	FY 2022-23
		(Current Financial Year)	(Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	7.33
	Workers	2.24	8.48
Total recordable work-related injuries	Employees	0	5
	Workers	36	134
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

Note:

1) In FY 2022-23 all injuries were reported irrespective of them being reportable injuries as per the respective country's jurisdiction. The same has been updated in FY2023 -24 to disclose only reportable injuries.

2) The above disclosure covers three manufacturing units along with the central cutting plant.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

The Company ensures a safe and healthy workplace by undertaking the following measures:

- Regular safety and health training sessions
- Enforcement of safety protocols and policies
- Routine inspections and audits
- Provision of adequate personal protective equipment (PPE)

13. Number of Complaints on the following made by employees and workers:

Benefits	FY 2023-2024			FY 2022-2023		
	(Current Financial Year)			(Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	5	0	NA	13	0	NA
Health & Safety	22	0	NA	36	0	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*
Health & Safety Practices	100%
Working Conditions	100%

Note: Above data pertains to our own manufacturing facilities

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The Company conducts regular routine safety procedure reviews at its own manufacturing units. Identified issues are promptly resolved with the support of on-site safety personnel.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).Yes.

Yes, life insurance is provided to the majority of employees

Yes, all workers are covered under the life insurance policy.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company does not take any measures to verify whether statutory dues have been deducted and deposited by its value chain partners.

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)
	Employees	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

At present, the Company does not offer any transitional assistance programs.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health & Safety Practices	95%
Working Conditions	95%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners

The Company conducts regular social compliance audits, either planned or unannounced, to ensure compliance with legal and customer standards. The audit team identifies significant risks and develops a corrective action plan for the facility. The facility is responsible for demonstrating improvement according to the established timeline, which is monitored closely. In cases of repetitive serious violations or failure to meet required standards, the facility is issued a warning letter initially, followed by a termination notice if no progress is observed.

PRINCIPLE 4:
Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity

The Company’s stakeholders are essential partners in the value creation journey. The Company defines stakeholders as individuals, groups, or institutions impacted by our business activities. Engaging with stakeholders enables the Company to share the vision and purpose, while also incorporating their concerns into the decision-making processes. The Company employs a systematic approach to identifying stakeholders, including those impacted by the Company’s products and services. This process includes:



2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government and Regulatory Authorities	No	<ul style="list-style-type: none"> Industry Associations/ Forums Corporate Presentations/ Reports Written/Email Communication Briefings and Direct Meetings 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Ensuring Regulatory Compliance Advocacy of policies that promote sustainability <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Compliance monitoring and reporting Policies Regulations related to Product Safety and Quality Labour-related Regulations Environmental, Social, and Governance (ESG) issues related to the apparel industry
Employees and Workers	No	<ul style="list-style-type: none"> Team Meetings Email Communication Employee Survey Trainings Orientation/ Induction Programme Town Halls Learning Initiatives Annual Performance Reviews Rewards and Recognition Exit Interviews 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Collaboration Employee wellbeing Improving Operational Efficiency <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Organisational Strategy, Vision, Policies, and Procedures Compensation and Benefits Work-life balance Career development opportunities Training programs Employee programs Diversity, Equality, and Inclusion initiatives Workplace Health and Safety Organisational Strategy, Vision, Policies, and Procedures
Customers	No	<ul style="list-style-type: none"> Customer Meets Personal/Telephonic Interactions Media Campaigns and Advertising Knowledge Seminars and Events Digital Platforms Social Media Feedback Surveys Email Communication 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Understanding customer needs, preferences, and expectations Customer feedback Impact of products and services <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Product pricing Innovative Products and solutions Product delivery options Sustainable practices and initiatives

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	No	<ul style="list-style-type: none"> • Visits and Personal/ Telephonic • Interactions • Supplier Onboarding Sessions • Trainings • Email Communication • Social Media 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> • Quality of products provided by suppliers • Supplier's pricing structure • Supplier's capacity and delivery capabilities • Contingency plans in case of delays or disruptions • Supplier assessments <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> • Supplier's quality control procedures • Product delivery timeframe • Compliance with laws and regulations • Supplier assessments of environmental and ethical standards
Investors and Shareholders	No	<ul style="list-style-type: none"> • Annual Report and Sustainability Report • Annual General Meeting • Conferences, Seminars Investor Meets • Investor Presentations • Website • Email Communication • Media Releases 	Quarterly	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> • Addressing their concerns and inquiries • Discussing the Company's financial performance • Exploring Corporate Strategy and Governance • Reviewing Sustainability Practices <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> • Company's financial results, Year on Year performance • Corporate strategy updates • Innovation and key investments • Governance including board composition • Sustainability practices, including the Company's approach to ESG issues and human rights policies

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company engages with stakeholder's through the Business Vertical Heads and Department Heads.

The Company has a dedicated Stakeholders' Relationship Committee tasked with overseeing all stakeholder communications. In addition to board committees, The Company has a team of industry experts who engage directly with the board on compliance, environmental, and social matters. Feedback and discussions from stakeholders undergo are reviewed by the respective Committees and communicated to the Board.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Stakeholder consultation is integral to the Company for identifying and managing environmental and social issues. Through these engagements, the Company identifies areas with significant environmental and social impacts. The outcomes are deliberated with senior leadership and the board, forming the base of the Company ESG strategy.. Sustainability and community initiatives at the Company are shaped by these stakeholder interactions.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

Vulnerable and marginalised stakeholder groups are those who, due to circumstances beyond their control, lack the same opportunities as the privileged segments of society. PDS has identified these groups and implemented various initiatives to address their needs, particularly focusing on underprivileged children and women in less developed regions.

One such initiative is "Soham For Kids Education Society" in Mallapur, Hyderabad, where PDS promotes the education of underprivileged and orphaned children. This program provides access to quality education, nutritious meals,

educational materials, and health check-ups. Currently, the school has over 200 students enrolled from nearby villages. Additionally, The Company provides skills training to the parents of these children.

The Company also supports "Soham For All" at the Centre of HOPE Foundation in Dhaka, Bangladesh, which includes a primary school for children and a vocational training center for garment factory workers. Since 2015, the school has been educating children in the Bengali medium with a focus on English language skills. The curriculum also emphasises other skills and "intelligences" through enrichment programs in art, craft, and self-expression. Higher-grade students receive training in computer skills and industrial sewing.

Furthermore, the Company's subsidiary, Poeticgem International Limited (Poeticgem) has undertaken projects in Bangladesh which support underprivileged children and young girls. Poeticgem collaborates closely with the Abinta Kabir Foundation to provides a holistic education with a specially designed curriculum and fulfill all the school's needs. They also provide scholarship to the children of workers, during the year they contributed ~\$14,500 towards these scholarships. Poeticgem also led a program to create thermal jackets for neonates suffering from hypothermia in low-income settings. These jackets were designed to act as an incubator and regulate the body temperature of the infants in places that lacked access to incubators. 45 Jackets were designed and produced by Poeticgem for use in Bangladesh.



PRINCIPLE 5:

Businesses should respect and promote human rights

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
EMPLOYEES						
Permanent	4,151	1,215	29%	3,793	1,042	28%
Other than Permanent	67	0	0%	189	0	0%
Total Employees	4,218	1,215	29%	3,982	1,042	26%
WORKERS						
Permanent	5,992	5,561	93%	6,146	2,362	39%
Other than Permanent	13	0	0%	5	0	0%
Total Workers	6,005	5,561	93%	6,151	2,362	39%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-2024					FY 2022-2023				
	(Current Financial Year)					(Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
EMPLOYEES										
Permanent										
Male	3,059	2	0%	1,905	62%	299	0	0%	299	100%
Female	1,092	0	0%	995	91%	101	0	0%	101	100%
Other than Permanent										
Male	32	0	0%	28	88%	5	0	0%	5	100%
Female	35	1	3%	34	97%	2	0	0%	2	100%
WORKERS										
Permanent										
Male	1,206	52	4%	1,154	96%	0	0	0%	0	0%
Female	4,786	382	8%	4,404	92%	0	0	0%	0	0%
Other than Permanent										
Male	5	0	0%	5	100%	0	0	0%	0	0%
Female	8	0	0%	8	100%	0	0	0%	0	0%

Note –

1) For FY 2023-24

- Minimum wages are calculated as per the respective laws of the country in which the employee is employed.
- In Bangladesh minimum wages is not applicable for employees classified as staff.
- In UAE there is no minimum wage prescribed by law.

2) For FY 2022-23

- Minimum wages was calculated as per the Minimum Wages Act as applicable in India for six entities, viz., PDS Limited, DBS Lifestyle India Private Limited, Digital Ecom Techno Private Limited, Norlanka Brands Private Limited, SOT Garments Private Ltd and Technocian Fashions Private Ltd.
- Companies in other jurisdictions, including our factories located in Bangladesh and Sri Lanka have been excluded from the table above, however all the companies across jurisdictions meet the local minimum wage requirements in respective regions.
- Due to the above the data for both years is not comparable.

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

Gender	Male		Female	
	Number	Median Remuneration / Salary / Wages of respective category	Number	Median Remuneration / Salary / Wages of respective category
Board of Directors (BoD)	4	41,39,660	2	42,94,897
Key Managerial Personnel	3	1,74,00,000	-	-
Employees other than BoD and KMP	3,088	4,83,429	1,127	22,55,820
Workers	1,211	1,26,604	4,794	1,26,558

Note:

- The Board of Directors of PDS Ltd are also the Directors on the board of the subsidiaries and are being paid remuneration/sitting fees from such subsidiaries.
- Median remuneration in ₹.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Gross wages paid to females as % of total wages	47%	39%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Company has a comprehensive process and grievance redressal mechanism for human rights outlined in its Human Rights Policy. Employees and workers can raise grievances using Ethics Global Hotline Platform, an independent tool provided by the company. Grievances submitted through Ethics Global Hotline Platform are reviewed by the Vigilance Officer/Ombudsman and then presented to the Board for disciplinary action.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Employees and workers can raise grievances through Ethics Global Hotline, a platform provided by the Company. All complaints undergo an initial review by the Vigilance Officer/Ombudsman and are then presented to the Board for disciplinary measures if necessary. The Company has a well-established system and process to investigate, take action, and resolve such issues while ensuring that the complainant is protected from any form of retaliation. Details of the channels available for employees and workers to register complaints include:

Ethics Global Hotline Platform- <https://pdsLtd.com/ethics-hotline/>

6. Number of Complaints on the following made by employees and workers:

Benefits	FY 2023-2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
	Sexual Harassment	1		0	0	
Discrimination at workplace	1	0	4	0		
Child Labour	0	0	0	0		
Forced Labour/ Involuntary Labour	0	0	0	0		
Wages	1	0	0	0		
Other human rights related issues	1	0	0	0		

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	0
Complaints on POSH as a % of female employees / workers	0.02%	0%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has a comprehensive Human Rights Policy that addresses the following areas:

- Equal opportunity and non-discrimination
- Healthy and safe working environment
- Harassment-free workplace
- Freedom of association
- Inclusive workplace
- Prohibition of child labor and forced labor
- Human rights assessments

Any complaints regarding discrimination and harassment from employees or workers will be diligently investigated and resolved, ensuring that the complainant is protected from any form of retaliation.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, human rights requirements are integral components in PDS's business agreements and contracts with all vendors. PDS has established a Supplier's Code of Conduct rooted in values and standards derived from the declaration of core conventions. The Company maintains a zero-tolerance policy towards violations including:

- Child labor
- Forced labour
- Discrimination

- Workplace harassment and abuse
- Unauthorised subcontracting
- Denial of access to auditors for factory tours, worker interviews, or document reviews
- Sharing buildings with shops/markets, residences, or other owners, or buildings with hazardous processes
- Use of factory buildings not approved for industrial purposes.
- Any unethical practices, such as bribery, to facilitate processes.

Violations of these standards will result in strict action by the PDS Group.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*
Child Labour	100%
Forced Labour/Involuntary Labour	
Sexual Harassment	
Discrimination at workplace	
Wages	
Other human rights related issues	

Note: Above data pertains to our own manufacturing facilities.

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

The Company upholds a Zero Tolerance towards violations and conducts assessments during the onboarding of any vendor facility. Additionally, the Company performs periodic assessments, at least twice annually. Any violations discovered prompt the implementation of a corrective action plan, while repeated serious violations may lead to termination.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.

No business processes were needed to be modified or introduced as a result of addressing human rights grievances/complaints.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

As a key element of our vendor onboarding process, we assess vendors for compliance with human rights issues and maintain a Zero Tolerance Policy towards any violations. Vendors are evaluated on practices such as bonded labor, fair pay without illegal deductions, child labor, discrimination and harassment, safe and clean working conditions, excessive working hours, and the freedom of association for workers.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company has a limited number of employees who are differently abled. Since all of the Company's offices

in India are located in rented facilities, modifying office infrastructure for differently abled individuals presents challenges. However, the Company ensures that all necessary support is provided to its differently abled employees and visitors.

4. Details on assessment of value chain partners:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Sexual Harassment	95% of Value chain partners were assessed.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

There were no significant risks that necessitated major corrective actions. Nonetheless, the Company conducts planned or unannounced social compliance audits periodically to uphold legal and customer standards. The audit team identifies significant risks and formulates a corrective action plan for the facility. The facility must demonstrate progress according to this plan. In cases of repeated serious violations or failure to meet required standards, the facility is issued a warning letter initially, followed by a termination notice if no improvement is seen.



PRINCIPLE 6:

Businesses should respect and make efforts to protect and restore the environment

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From renewable sources (GJ)		
Total electricity consumption (A)	1,805.43	2,926.91
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumption from renewable sources (A+B+C)	1,805.43	2,926.91
From non-renewable sources		
Total electricity consumption (D)	33,916.23	19,164.12
Total fuel consumption (E)	12,057.40	14,943.81
Energy consumption through other sources (F)	39,841.19	36,963.59
Total energy consumed from renewable sources (D+E+F)	85,814.82	71,070.52
Total energy consumed (A+B+C+D+E+F)	87,620.25	73,996.43
Turnover (₹ in lakhs)	10,37,264.96	10,57,700.42

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) (GJ/ ₹)	0.00000084	0.00000070
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP) (GJ/ ₹ adjusted for PPP)	0.00001829	0.00001567

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the Business Responsibility and Sustainability Report (BRSR) for FY 2023-24.

Note: 1) FY2023-24

- i) The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- ii) Some of our offices are located in rented/leased premises where we pay a consolidated amount towards rent & utilities (Electricity), hence certain usage related data is not available. Currently, 79% of total head counts in office locations are covered in disclosure. However, the company actively in the process of implementing systems to track this data.
- iii) During the year all the solar energy produced by the Norlanka Manufacturing Colombo Limited unit was exported back to the grid, and a portion of solar energy generated by GoodEarth Apparels Limited was also exported back to the grid. Due to this the utilisation of renewable energy has decreased, as a significant proportion of the solar units generated were sent to the grid.

2) FY2022-23

- i) Reporting boundary is limited to the three manufacturing facilities located in Sri Lanka and Bangladesh (excludes cutting plant set up in February 2023).

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The Company does not have any sites or facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme established by the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	37,347.00	42,931.00
(iii) Third party water	1,45,146.80	1,23,064.25
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1,82,493.80	1,65,995.25
Total volume of water consumption (in kilolitres)*	1,56,673.86	1,65,995.25
Turnover (₹ in lakhs)	10,37,264.96	10,57,700.42
Water intensity per rupee of turnover (Total water consumption/ revenue from operations) (KL/ ₹)	0.00000151	0.00000157
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP) (KL/ ₹ adjusted to PPP)	0.00003383	0.00003515

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2023-24.

Note: 1) FY2023-24

- i) The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- ii) Water usage at office locations was for domestic purposes only.
- iii) Water withdrawal for office locations has been computed based on estimates derived from the location-wise head count and calculated on a per capita basis.
- iv) The domestic water consumption has been assumed to equal water withdrawn for domestic purposes across office locations (oversees), central cutting plant and Progress Apparels (Bangladesh) Ltd.
- v) Other than that, water consumption has been calculated as the difference between total water withdrawal and total water discharge, due to available water discharge-related data at Nor Lanka Manufacturing Colombo Limit, GoodEarth Apparels Limited and Progress Apparels (Bangladesh) Ltd.(industrial water). However, for the previous year, water consumption was assumed to equal water withdrawn across all facilities.

2) FY2022-23

- i) Reporting boundary is limited to the three manufacturing facilities located in Sri Lanka and Bangladesh (excludes cutting plant set up in February 2023).

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment (Secondary Treatment)	4,316.16	-
- With treatment (Tertiary Treatment)	10,281.60	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	3,886.20	-
- With treatment (Secondary treatment)	7,336.00	-
(v) Others		
- No treatment	-	-
- With treatment – through soak pit	-	-
Total water discharged (in kilolitres)	25,819.96	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2023-24.

Note: 1) FY2023-24

- i) The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- ii) The domestic water discharge was assumed to equal water withdrawn for domestic purposes across office locations (oversees), central cutting plant and Progress Apparels (Bangladesh) Ltd and therefore domestic water discharge for these facilities is zero.

2) FY 2022-23

- i) Reporting boundary is limited to the three manufacturing facilities located in Sri Lanka and Bangladesh (excludes set up in February 2023).

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company has implemented treatment facilities across all the manufacturing sites to adhere to the treated effluent standards set by the Government Authority. At the primary manufacturing locations, PDS aim to maximise the recycling of treated effluent.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please Specify Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	Ton	8.13	0.68
SOx	Ton	0.52	0.24
Particulate matter (PM)	Ton	0.66	0.07
Persistent organic pollutants (POP)	Ton	-	-
Volatile organic compounds (VOC)	Ton	-	-
Hazardous air pollutants (HAP)	Ton	-	-
Others – please specify (CO)	Ton	4.19	0.17

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

Note: FY 2023-24

- i) The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- ii) Some of our offices are located in rented/leased premises where we pay a consolidated amount towards rent & utilities, hence certain diesel usage related data is not available. Currently, 86% of total head counts in office locations (offices employing DG sets) are covered in disclosure. However, the company actively in the process of implementing systems to track this data.
- iii) Please note that Air Emissions are assessed using the EPA methodology across all manufacturing entities and office locations, except for the PABL unit where actual emission data from a third party were utilized.

FY 2022-23

- i) Reporting boundary is limited to the three manufacturing facilities located in Sri Lanka and Bangladesh (excludes cutting plant set up in February 2023).

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric Tonnes of CO ₂ equivalent	4,749.48	1,119.37
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric Tonnes of CO ₂ equivalent	4,533.56	3,227.66
Turnover (₹ in lakhs)		10,37,264.96	10,57,700.42
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric Tonnes of CO ₂ equivalent / Revenue from operations (₹)	0.000000089	0.000000041
Total Scope 1 and Scope 2 emissions per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric Tonnes of CO ₂ equivalent / ₹ Revenue from operations adjusted for PPP	0.000002005	0.000000921

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2023-24.

Note: 1) FY 2023-24

- i) The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- ii) Some of our offices are located in rented/leased premises where we pay a consolidated amount towards rent & utilities (Electricity & Diesel), hence certain usage related data is not available. Currently, 79% of total head counts in office locations are covered in disclosure.
- iii) Fugitive emissions and mobile emissions from office locations have not been considered, however, the company is actively in the process of setting up processes for collecting the relevant data.

2) FY 2022-23

- i) Reporting boundary is limited to the three manufacturing facilities located in Sri Lanka and Bangladesh (excludes cutting plant set up in February 2023).
- ii) Fuel (diesel) consumption in company-owned vehicles and grass cutter were excluded as they were not material.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company has taken proactive measures to contribute positively towards global efforts to mitigate climate change and global warming. Two of the Company's three manufacturing facilities, Norlanka Columbo Manufacturing Ltd in Sri Lanka and Good Earth Apparel Ltd in Bangladesh, are solar-powered, with capacities of 630 kWp and 1000 kWp respectively. In the past year, these solar panels generated a total of 764,555 kWh and 656,224 kWh of electricity.

The Company is in the pursuit of achieving its goal of being Carbon Neutral by 2025. The Company's subsidiary Norlanka Columbo Manufacturing Ltd has partnered with the University of Kelaniya on a mangrove restoration project. Mangroves play a crucial role in defending against erosion and storms, providing habitats for diverse species, and storing significantly more carbon per hectare than tropical rainforests. This collaboration aims to restore mangrove ecosystems along the Sri Lankan coast and raise awareness about their importance through webinars conducted by the University.

Additionally, the Company has committed to Science Based Targets initiative (SBTi), aligning their sustainability efforts with global climate science. and will be soon submitting targets with SBTi for validation.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	28.85	19.05
E-waste (B)	0.45	0.61
Bio-medical waste (C)	0.02	0.21
Construction and demolition waste (D)	-	-
Battery waste (E)	1.90	1.51

Parameter	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	1.05	0.87
- Machine Oil	0.31	0.46
- Chemical Drums	0.38	0.41
- ETP Sludge	0.36	-
Other Non-hazardous waste generated (H) Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	1002.15	910.77
- Food Waste	43.71	40.12
- Jute/Fabric	683.36	719.15
- Cardboard/Paper/Carton	181.54	123.97
- Mixed waste including empty thread cones, iron & Tin and broken needle	93.32	27.53
Total (A + B + C + D + E + F + G + H)	1034.42	933.04
Turnover (₹ in lakhs)	10,37,264.96	10,57,700.42
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) (MT/₹)	0.000000010	0.000000009
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) (MT/ ₹ adjusted to PPP)	0.000000223	0.000000198
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of Waste		
(i) Recycled	163.205	5.70
(ii) Re-used	27.46	159.60
(iii) Other recovery operations	-	-
Total	190.67	165.30
Recycled, re-used, recovered waste intensity (Waste recycled, re-used, recovered /Total waste generated)	0.1843	0.1772
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of Waste		
(i) Incineration	250.78	368.69
(ii) Landfilling	19.00	41.11
(iii) Other disposal operations	573.88	357.95
Total	843.75	767.75
Incinerated, landfill, disposed waste intensity (Waste incinerated, landfill, disposed /Total waste generated)	0.8157	0.8228

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2023-24.

Note: 1) FY 2023-24

- i) The disclosure covers three manufacturing units along with the central cutting plant.
- ii) For current disclosures, it is assumed that total waste generated is equal to total waste disposed.
- iii) Head office of Nor Lanka Manufacturing Colombo Limited was relocated to new location during start of Q3 hence, waste disposal is assumed as zero for Q3 and Q4 because of non-availability of data.

2) FY 2022-23

- i) Reporting boundary is limited to the three manufacturing facilities located in Sri Lanka and Bangladesh (excludes cutting plant set up in February 2023).

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The waste produced at the Company's three manufacturing facilities is managed in compliance with local waste management regulations. Each facility has a documented waste management standard operating procedure (SOP) that governs their practices. This SOP details the procedures for handling, storing, and disposing/recycling various types of waste. PDS has also established a 'Waste to Energy' facility at one of our Bangladesh plants. This facility utilises jute waste from the plant to generate energy through the boiler.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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The Company does not have any operations/offices in/around ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
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There are no projects undertaken by the Company in the FY 2023-24 that attract Environmental Impact Assessments.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the noncompliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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Yes, the Company is compliant with all applicable environmental law/ regulations/ guidelines in India as well as the respective countries of the manufacturing facility.

Leadership Indicators

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area Nil

(ii) Nature of operations Nil

(iii) Water withdrawal, consumption and discharge in the following format:

There is no water withdrawal, consumption and discharge in areas of water stress.

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

The Company is in the process of initiating data collection to calculate Scope 3 emissions.

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

The Company does not have any operations/offices in/around ecologically sensitive areas.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Launch of solar power plant at GoodEarth Apparels Limited, Bangladesh	Installation of solar plant with capacity of One megawatt (MWh) of renewable green energy generation	This project will potentially mitigate over 10,000 tonnes/kWh of carbon emission in its lifetime
2.	Nor lanka Roof top Solar Project (630 KW) at Sri Lanka	Installation of 630 KW Solar Power panels on rooftops	This project will potentially reduce overall GHG Emissions.
3.	Rainwater Harvesting System at the manufacturing unit in Sri Lanka	Implementation of Rainwater harvesting systems to capture rainwater and direct it into the ground to recharge aquifers and replenish groundwater levels.	Rainwater harvesting systems will increase the groundwater levels as well as quality.

Sr. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
4	Mangrove Restoration project at Sri Lanka	A mangrove Restoration was initiated with the University of Kelaniya.	The main objective of the program was supporting the community and biodiversity.
5	EGB Boiler /Incineration Boiler at Bangladesh	Progress Apparels (Bangladesh) Ltd has an internal biomass/incineration boiler that is being used to generate steam. This boiler is using approximately 95% of the solid waste generated by the facility as fuel to generate steam.	Using solid waste as fuel in a biomass/incineration boiler can offer several benefits, including: reduction of waste, thus reducing the impact on the environment.
6	Servo Type Sewing Machine at Bangladesh	Progress Apparels (Bangladesh) Ltd has used servo type motor instead of traditional clutch motor in all sewing machine.	These are more energy efficient, and quitter compared to traditional clutch motors.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company has established comprehensive protocols for Business Continuity and Disaster Recovery, addressing specific aspects within its IT and Risk Management Policies. Under the IT Policy, Business Continuity and Disaster Recovery for Information Security are detailed, with annual testing of the Business Continuity plan incorporating information security requirements.

The Risk Management Policy encompasses a broader spectrum of risks, including financial, operational, sectoral, sustainability, information, and cyber security risks. The Company employs methodologies, processes, and systems to effectively identify, monitor, evaluate, and mitigate these risks. Furthermore, the Company has implemented a dedicated disaster recovery plan tailored specifically for its SAP Production infrastructure, ensuring resilience in critical business operations.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

The Company assesses its value chain partners for different environmental and social parameters. The manufacturing facilities in Bangladesh and Sri Lanka conduct annual audits of suppliers for these factors. There have been no significant adverse environmental impacts identified from the value chain partners.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

95% value chain partner were assessed for environmental impacts.



PRINCIPLE 7:

Businesses should respect and make efforts to protect and restore the environment

1. a. Number of affiliations with trade and industry chambers/ associations.

The Company is affiliated to 3 industry chambers/associations we are mentioning 3 below.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers / associations (State/National)
1.	Sustainable Apparel Coalition	International
2.	UN Global Compact	International
3.	American Apparel & Footwear Association	International

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of Authority	Brief of the Case	Corrective Action Taken
NA	-	-

There were no adverse orders from regulatory authorities related to anti-competitive conduct by the entity.

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
-	NA	-	-	-	-

The Company is actively involved in promoting sustainability and ethical business practices through its memberships. PDS is a member of the Sustainable Apparel Coalition, an industry-wide group focused on reducing the environmental and social impacts of apparel and footwear products globally. Additionally, PDS participates in the UN Global Compact, a voluntary initiative where CEOs commit to implementing universal sustainability principles and supporting UN goals. These memberships reflect PDS's commitment to sustainability and corporate responsibility.

Furthermore, PDS was the fashion sponsor for BHARAT TEX 2024, a global textile mega event organized by a consortium of 11 Textile Export Promotion Councils and supported by the Ministry of Textiles. BHARAT TEX 2024 promoted the growth and development of the Indian textile industry, highlighting innovations, sustainable practices, and the global competitiveness of Indian textiles.



PRINCIPLE 8:

Businesses should promote inclusive growth and equitable development.

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name & Brief Details of Project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	-	-	-	-	-

During the FY 2023-24, the Company did not undertake any projects in India that necessitated Social Impact Assessments.

2. Provide information on project (s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
-	NA	-	-	-	-	-

The Company has not engaged in any Rehabilitation and Resettlement (R&R) activities, as none of its activities directly or indirectly required such measures.

3. Describe the mechanisms to receive and redress grievances of the community.

PDS has a Vigil Mechanism Policy and Grievance Redressal Policy that outlines a mechanism for addressing grievances from all stakeholders. Stakeholders can raise grievances through the independent Ethics Global Hotline Platform. These grievances are then forwarded directly to a Reviewing Authority appointed by the PDS board. The Authority follows an established system and process to investigate, take action, and resolve issues, ensuring protection for the complainant against any form of retaliation.

Stakeholders can register complaints through the following channels:

Ethics Hotline- <https://pdsLtd.com/ethics-hotline/> / and whistleblower@pdsLtd.com

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	1.39%	1.87%
Directly from within India	5.84%	9.15%

4. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Rural	-	-
Semi-Urban	-	-
Urban	1%	2%
Metropolitan	8%	9%

Note:

- Places are categorised as per RBI Classification System - rural / semi-urban / urban / metropolitan
- Numbers mentioned above are specific to India locations.
- Classification is based on the RBI Guidelines and Census 2011.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NA	-

During the FY 2023-24, there were no projects undertaken by PDS in India that required Social Impact Assessments.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (in INR)
-	-	-	-

The Company does not have any CSR projects in the designated aspirational districts identified by government bodies. However, the Company has undertaken CSR projects in Mallapur, Hyderabad (India), and Dhaka (Bangladesh).

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)

No, the Company does not have a preferential procurement policy that prioritises purchasing from suppliers consisting of marginalised or vulnerable groups.

- (b) From which marginalised / vulnerable groups do you procure?

NA

- (c) What percentage of total procurement (by value) does it constitute?

NA

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
-	NA	-	-	-

The Company has not owned or acquired any intellectual property rights based on traditional knowledge in the current financial year.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of Authority	Brief of the case	Corrective Action Taken
NA	NA	NA

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Promotion of education for underprivileged and orphaned children, and vocational training to their parents. Soham For Kids Education Society, Mallapur, Hyderabad, India	211	100%
2.	Promotion of education for underprivileged and orphaned children and vocational training in English, IT, sewing. Soham For All, Centre of HOPE Foundatio, Dhaka, Bangladesh	370	100%

Soham for Kids, Mallapur, Hyderabad is a part of PDS's CSR initiative under section 135 of the Companies Act, 2013. The Company has in addition to this contributed to other CSR initiatives through its subsidiaries, refer to the community section in the Annual

Report, page 36



PRINCIPLE 9:

Businesses should engage with and provide value to their consumers in a responsible manner

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

As a global business-to-business company, the Company has implemented comprehensive processes and grievance redressal mechanisms for each vertical. Each business unit has a country-specific escalation mechanism in place. Customers can reach out to business heads or designated points of contact for grievance resolution. Additionally, stakeholders, including consumers, can raise grievances through the Ethics Global Hotline platform. The Company has implemented a Grievance Redressal Policy for all stakeholders.

2. Turnover of products and / services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100%
Recycling and/or safe disposal	-

All the output from our manufacturing entities have information regarding the safe usage of the products. PDS also provides sourcing solutions for global brands and retailers who provide specifications for information to be printed on the labels & packaging of the products and this differs from customer to customer. However, it ensured the all applicable statutory parameters specially regarding safe usage is printed.

3. Number of consumer complaints in respect of the following:

	FY 2023-2024 (Current Financial Year)		Remarks	FY 2022-2023 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	1	0	NA	0	0	No complaints have been reported for FY 2022-23
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Other	5	1		0	0	

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for Recall
Voluntary Recalls	0	NA
Forced Recalls	0	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy

The Company has a comprehensive policy that addresses Information Security and Cyber Security. This Policy is designed to safeguard sensitive information, ensure compliance with regulations, and protect customer data. It aims to minimise risks from cyber-attacks and includes a Business Continuity and Disaster Recovery Policy. Further, the Company has established a disaster recovery plan for its SAP production environment. There are defined processes for managing Personal Data, Data Breaches, and Security Incidents, including a dedicated Incident Response Process.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

The Company is not involved in the delivery of essential services. There have been no product recalls or penalties imposed by regulatory authorities regarding the safety of PDS's products or services.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches: Nil
- Percentage of data breaches involving personally identifiable information of customers: Nil
- Impact, if any, of the data breaches: NA

Leadership Indicators**1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Information about The Company's products can be found on the Company's website <https://pdsLtd.com/>. The "Contact Us" section on the website also provides links to some of our key group companies.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

All products are sourced or manufactured according to the specifications of the brands/retailers and comply with all relevant statutory parameters.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

The Company does not deal with the delivery of essential services.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

All products are sourced or manufactured according to the specifications provided by the brands/retailers and comply with all relevant statutory requirements.



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Independent Practitioner's assurance report on Identified Sustainability Information in PDS Limited's Business Responsibility and Sustainability Report (BRSR) for FY 2023 – 2024

To

The Board of Directors

PDS Limited

Mumbai, Maharashtra, India

1. We have been engaged to perform assurance engagement for PDS Limited (the 'Company') vide our engagement letter dated 31 May 2024 to provide reasonable assurance on non-financial information pertaining to core attributes of Business Responsibility and Sustainability Report ("BRSR Core Information) and limited assurance on non-financial information pertaining to identified attributes other than core attributes ("Other selected indicators of BRSR other than BRSR Core Information") contained in the Company's BRSR for the financial year ended 31 March 2024 ('collectively referred as "Identified Sustainability Information") prepared by management in accordance with the Criteria stated below. The Identified Sustainability Information is included in the Business Responsibility and Sustainability Report (BRSR) of the Company for the year ended 31 March 2024

Identified Sustainability Information

2. The BRSR Core Information for the year ended 31 March 2024, is summarised as below:



Attribute	Principle	Key Performance Indicator
Energy footprint	Principle 6 – 1	<ul style="list-style-type: none"> Total energy consumption (in Joules or multiples) and energy intensity % of energy consumed from renewable sources Energy intensity
Water footprint	Principle 6 – 2	<ul style="list-style-type: none"> Total water consumption Water consumption intensity Water Discharge by destination and levels of Treatment
Greenhouse (GHG) footprint	Principle 6 – 7	<ul style="list-style-type: none"> Greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity
Embracing circularity - details related to waste management by the entity	Principle 6 – 9	<ul style="list-style-type: none"> Details related to waste generated by the entity (category wise) Waste intensity Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations. For each category of waste generated, total waste disposed by nature of disposal method
Enhancing Employee Wellbeing and Safety	Principle 3 – 1(c)	<ul style="list-style-type: none"> Spending on measures towards well-being of employees and workers (including permanent and other than permanent)
	Principle 3 – 11	Safety related incidents: <ul style="list-style-type: none"> Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) Total recordable work-related injuries No. of fatalities High consequence work-related injury or ill-health (excluding fatalities)
Enabling Gender Diversity in Business	Principle 5 – 3(b)	Gross wages paid to females as % of total wages paid by the entity
	Principle 5 – 7	Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
Enabling Inclusive Development	Principle 8 – 4	Percentage of input material (inputs to total inputs by value) sourced from suppliers
	Principle 8 – 5	Job creation in smaller towns – Wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the locations, as % of total wage cost
Fairness in Engaging with Customers and Suppliers	Principle 1 – 8	Number of days of accounts payables
	Principle 9 – 7	Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events



Attribute	Principle	Key Performance Indicator
Open-ness of business	Principle 1 – 9	Details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties

3. The other selected indicators of BRSR other than BRSR Core Information for the year ended 31 March 2024, is summarised as below:

Section	Principle	Key Performance Indicator
C	Principle 2 Essential Indicator 1	Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity.
	Principle 3 Essential Indicator 1(a) and 1(b)	<ul style="list-style-type: none"> • Details of measures for the well-being of employees • Details of measures for the well-being of workers
	Principle 3 Essential Indicator 2	Details of retirement benefits
	Principle 3 Essential Indicator 9	Details of performance and career development reviews of employees and worker
	Principle 5 Essential Indicator 2	Details of minimum wages paid to employees and workers
	Principle 5 Essential Indicator 3 (a)	Median remuneration / wages of respective category <ul style="list-style-type: none"> • Board of Directors (BoD) • Key Managerial Personnel • Employees other than BoD and KMP • Workers
	Principle 5 Essential Indicator 6	Number of Complaints on the following made by employees and workers, on: <ul style="list-style-type: none"> • Sexual Harassment • Discrimination at workplace • Child labour • Forced labour / Involuntary labour. • Wages • Other human rights related issues.
	Principle 8 Leadership Indicator 6	Details of beneficiaries of CSR Projects



4. Boundary of the report covers the Group entities as on 31 March 2024, covering its 127 subsidiaries, 5 joint ventures and 5 associates located in India and overseas.
5. Our assurance engagement is with respect to the financial year ended 31 March 2024 information only unless otherwise stated and we have not performed any procedures with respect to earlier periods or any other elements included in the BRSR and therefore, do not express any opinion/conclusion thereon.

Criteria

6. The criteria used by the Company to prepare the Identified Sustainability Information for the financial year ended 31 March 2024 is summarised below ('BRSR Framework'):
 - Regulation 34(2)(f) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended;
 - Business Responsibility and Sustainability Reporting Requirements for listed entities as per Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11 July 2023; and
 - SEBI Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated 12 July 2023 and clarifications thereto issued by SEBI.

Management's Responsibilities

7. The Company's management is responsible for selecting or establishing suitable criteria for preparing the Identified Sustainability Information, taking into account applicable laws and regulations, if any, related to reporting on the Identified Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation of the BRSR and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

Inherent limitations

8. The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities.

Auditor's Independence and Quality Control

9. We are independent of the Company and have fulfilled our other ethical responsibilities in accordance with the requirements of the International Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants' ('IESBA') and have the required competencies and experience to conduct this assurance engagement.
10. Our firm applies International Standard on Quality Management (ISQM) 1, "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's Responsibility

11. Our responsibility is to express a reasonable assurance in the form of an opinion on BRSR Core Information and express a limited assurance in the form of a conclusion on other selected indicators of BRSR other than BRSR Core Information, based on the procedures we have performed and evidence we have obtained. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), "Assurance Engagements other than Audits or Reviews of Historical Financial Information" ('ISAE 3000 (Revised)') issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our engagement to obtain reasonable assurance about whether the BRSR Core



Information is prepared, in all material respects, in accordance with the Criteria and limited assurance about whether the other selected indicators of BRSR other than BRSR Core Information is free from material misstatement.

12. A reasonable assurance engagement involves assessing the suitability in the circumstances of the Company's use of the Criteria as the basis for the preparation of the BRSR Core Information, assessing the risks of material misstatement of the BRSR Core Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances and evaluating the overall presentation of the BRSR Core Information.
13. A limited assurance engagement involves assessing the suitability in the circumstances of the Company's use of the Criteria as the basis for the preparation of the other selected indicators of BRSR other than BRSR Core Information, identifying areas where material misstatement is likely to arise in the other selected indicators of BRSR other than BRSR Core Information whether due to fraud or error, designing and performing procedures to address identified risk areas as necessary in the circumstances and evaluating the overall presentation of the other selected indicators of BRSR other than Core Information.
14. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.
15. The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, analytical procedures and agreeing or reconciling with underlying records.
16. Given the circumstances of the engagement, in performing the procedures listed above, we:
 - Conducted virtual site visits at the manufacturing facilities of Progress Apparels (Bangladesh) Limited and Norlanka Progress (Private) Limited, for data and document verification.
 - Carried out discussions at the corporate office and manufacturing facilities for data and document verification;
 - Interviewed senior executives to understand the reporting process, governance, systems and controls in place during the reporting period.
 - Reviewed the records and relevant documentation including information from audited financial statements or statutory reports submitted by the Company to support relevant performance disclosures within our scope.
 - Evaluated the suitability and application of Criteria and that the Criteria have been applied appropriately to the Identified Sustainability Information.
 - Selected key parameters and representative sampling, based on statistical audit sampling tables and agreeing claims to source information to check accuracy and completeness of claims such as source data, meter data, etc.
 - Re-performed calculations to check accuracy of claims,
 - Reviewed data from independent sources, wherever available,
 - Reviewed data, information about sustainability performance indicators and statements in the report.
 - Reviewed and verified information/ data as per the BRSR framework;



- Reviewed accuracy, transparency and completeness of the information/ data provided;

17. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the other selected indicators of BRSR other than BRSR Core Information have been prepared, in all material respects, in accordance with the Criteria.

Exclusions:

18. Our assurance engagement scope excludes the following and therefore we do not express an opinion on the same:
- Any disclosure other than those mentioned in the Identified Sustainability Information section above
 - Data and information outside the defined reporting period
 - Data related to Company's financial performance, strategy and other related linkages expressed in the Report.
 - The Company's statements that describe expression of opinion, belief, aspiration, expectation, forward looking statements provided by the Company and assertions related to Intellectual Property Rights and other competitive issues.
 - Mapping of the Report with reporting frameworks other than those mentioned in Criteria above.

While we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls.

The procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

Opinion

19. Based on the procedures we have performed and the evidence we have obtained, the BRSR Core Information included in the BRSR for the year ended 31 March 2024 is prepared in all material respects, in accordance with the Criteria.

Conclusion

20. Based on the procedures we have performed and the evidences we have obtained, nothing has come to our attention that causes us to believe that other selected indicators of BRSR other than BRSR Core Information included in the BRSR for the financial year ended 31 March 2024, is not prepared, in all material respects in accordance with the Criteria.

Restriction on use

21. The BRSR is prepared by the Company's management solely for the purpose of inclusion in Annual Report of the Company for the year ended 2023-24 as per the requirement of BRSR Framework. The Assurance statement issued by us shall be prepared and addressed to the Board of Directors of the Company at the request of the Company solely, to assist the Company in reporting on the Company's sustainability performance and activities. Accordingly, the Assurance Statement may not be suitable for any other purpose and should not be used by any other party other than Board of Directors of the Company. Further, we do not accept or assume any duty of care or liability for any other purpose or to



any other party to whom the assurance statement is shown or into whose hands it may come without our prior consent in writing.

A handwritten signature in blue ink, appearing to read "Abhishek Tripathi", with a horizontal line underneath.

Grant Thornton Bharat LLP

Abhishek Tripathi

Partner

Dated: 03 July 2024

Place: Grant Thornton Bharat LLP

Plot No. 19A, 2nd Floor, Sector – 16A,

Noida - 201301,

Uttar Pradesh, India

The background features a stylized, high-contrast silhouette of a woman with short, wavy hair, wearing sunglasses and a light-colored blazer. She is positioned on the right side of the frame, looking towards the left. The entire scene is overlaid with a complex, abstract pattern of overlapping, semi-transparent geometric shapes in various colors, including shades of teal, orange, yellow, and light green. The overall aesthetic is modern and artistic.

Financial Statements

Independent Auditor's Report

To the Members of PDS Limited

Report on the Audit of the Standalone Financial Statements

Opinion

- We have audited the accompanying standalone financial statements of PDS Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of investment in subsidiary</p> <p>Refer note 3(a) for the accounting policy and note 7 for disclosures in the accompanying standalone financial statements.</p> <p>The Company has an investment aggregating to ₹ 2,100 lakhs in DBS Lifestyle Fashion Limited, a subsidiary. The subsidiary has incurred losses and the carrying value of such investments exceed the net worth of the subsidiary. Considering the existence of the aforesaid impairment indicators, the Company has performed impairment assessment on the carrying amount of the investment in accordance with Ind AS 36, Impairment of assets ('Ind AS 36').</p> <p>The recoverable value of the investment is determined using discounted cash flow model which requires management to make significant judgement and estimates including estimates around inputs that are not directly observable from market information and certain other unobservable inputs such as projections of future cash flows, long-term growth rates and discount rates used. Changes to these assumptions could lead to material changes in estimated recoverable amount, resulting in impairment.</p>	<p>Our audit procedures for impairment assessment of the investment in subsidiary included, but were not limited to the following:</p> <ul style="list-style-type: none"> Obtained an understanding of the management's process for identification of possible impairment indicators; Evaluated the design and tested the operating effectiveness of key controls with respect to Company's process of impairment assessment of investments in subsidiary; Obtained the management's external valuation specialist's report on determination of recoverable value and assessed the competency, objectivity and capabilities of management's expert; Involved the auditor's valuation expert to assess the appropriateness of the valuation methodologies used by the management expert and reviewed the appropriateness of key valuation assumptions, including long-term growth rates, discount rates used amongst others within the discounted cash flow model; Evaluated the reasonableness of the future cash flow projections prepared by the management and challenged management's assumptions such as implied growth

Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Considering the materiality of the amounts, inherent subjectivity, high estimation uncertainty and significant management judgments involved, impairment assessment of aforesaid investment in subsidiary has been considered as a Key Audit Matter for the audit of the current year.</p>	<p>rates during explicit period and discount rate for their reasonableness based on our understanding of the business of the subsidiary, industry benchmarks and data from historic performances;</p> <ul style="list-style-type: none"> ● Reconciled the cash flow projections used in aforesaid valuations with the approved business plans; ● Obtained sensitivity analysis performed by the management on the key assumptions, and evaluated whether any reasonably foreseeable change in assumptions could lead to impairment or material change in the carrying value; and ● Assessed the appropriateness and adequacy of presentation and disclosures in the standalone financial statements in accordance with the applicable accounting standards.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility

also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- Report on Other Legal and Regulatory Requirements**
15. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matter stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under Section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2024 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company, as detailed in note 40(b) to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2024.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024;
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024;
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 45(f) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 45(f) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Company during the year ended 31 March 2024 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- The interim dividend declared and paid by the Company during the year ended 31 March 2024 and until the date of this audit report is in compliance with Section 123 of the Act.
- As stated in note 15 to the accompanying standalone financial statements, the Board of Directors of the Company have a proposed final dividend for the year ended 31 March 2024 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks, the Company, in respect of the financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software except that, the audit trail feature was not enabled at the database level for such accounting software to log any direct data change, as described in note 46 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of the audit trail (edit log) feature being tampered with in respect of the accounting software where such feature is enabled.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 24210122BKEWLG4862

Place: Mumbai
Date: 14 May 2024

Annexure I to the Independent Auditor's Report of even date to the members of PDS Limited on the standalone financial statements for the year ended 31 March 2024

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, right of use assets and investment property.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment, right of use assets and investment property under which the assets are physically verified in a phased manner over a period of two years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment and investment property were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (including investment properties) held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in note 5 to the standalone financial statements, are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in note 16 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores, by banks and/or financial institutions on the basis of security of current assets. Pursuant to the terms of the sanction letter, the Company is not required to file any quarterly return or statement with such banks or financial institutions.
- (iii) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has made investment in company during the year, in respect of which:
- (a) The Company has not provided any loans or provided any advances in the nature of loans, or guarantee, or security to any other entity during the year. Accordingly, reporting under clauses 3(iii)(a) of the Order is not applicable to the Company.
- (b) The Company has not provided any guarantee or given any security or granted any loans or advances in the nature of loans during the year. However, the Company has made investment in 1 entity amounting to ₹ 740 lakhs (year end balance ₹ 740 lakhs) and in our opinion, and according to the information and explanations given to us, such investments made are, prima facie, not prejudicial to the interest of the Company.
- (c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of investments made, as applicable. Further, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of loans granted, guarantees and security provided by it.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues, as applicable, with

the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistleblower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of Section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and
- we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 24210122BKEWLG4862

Place: Mumbai

Date: 14 May 2024

Annexure II to the Independent Auditor's Report of even date to the members of PDS Limited on the standalone financial statements for the year ended 31 March 2024

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of PDS Limited ('the Company') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply

with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable

assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to

financial statements and such controls were operating effectively as at 31 March 2024, based on internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 24210122BKEWLG4862

Place: Mumbai

Date: 14 May 2024

Standalone Balance Sheet

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	As at March 31, 2024	As at March 31, 2023
Assets			
I Non-current assets			
(a) Property, plant and equipment	4	1,266.05	1,275.15
(b) Investment property	5	2,560.98	2,476.01
(c) Intangible assets	6	304.27	515.01
(d) Financial assets			
(i) Investments	7	18,263.99	16,198.30
(ii) Other financial assets	8	331.00	-
(e) Non-current tax assets (net)	9	86.59	-
Total non-current assets		22,812.88	20,464.47
Current assets			
(a) Financial assets			
(i) Trade receivables	10	14,139.68	10,598.60
(ii) Cash and cash equivalents	11	5,296.90	5,961.67
(iii) Bank balances other than (ii) above	12	7,216.15	3,301.15
(iv) Other financial assets	8	284.30	350.14
(b) Other current assets	13	901.75	994.91
Total current assets		27,838.78	21,206.47
Total assets		50,651.66	41,670.94
II Equity and liabilities			
Equity			
(a) Equity share capital	14	2,634.73	2,615.91
(b) Other equity	15	23,912.70	19,001.86
Total equity		26,547.43	21,617.77
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	4,549.63	-
(ii) Lease liabilities	39	81.82	255.46
(b) Provisions	18	235.41	175.74
(c) Other non-current liabilities	20	1.15	1.15
(d) Deferred tax liabilities (net)	21	161.85	193.74
Total non-current liabilities		5,029.86	626.09
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	1,715.55	1,097.34
(ii) Lease liabilities	39	157.92	124.24
(iii) Trade payables	19		
- Total outstanding dues to micro enterprises and small enterprises		20.99	15.93
- Total outstanding dues to parties other than micro enterprises and small enterprises		13,527.09	12,666.98
(iv) Other financial liabilities	17	3,177.32	1,770.95
(b) Other current liabilities	20	232.23	3,462.89
(c) Provisions	18	243.27	183.77
(d) Current tax liabilities		-	104.98
Total current liabilities		19,074.37	19,427.08
Total equity and liabilities		50,651.66	41,670.94
Summary of material accounting policies and explanatory information	3		

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of
PDS Limited

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Deepak Kumar Seth
Chairman & Non-Executive Director
DIN : 00003021

Pallak Seth
Vice Chairman & Executive Director
DIN : 00003040

Sanjay Jain **Rahul Ahuja**
Chief Executive Officer Chief Financial Officer

Abhishekh Kanoi
Head of Legal
& Company Secretary
Membership No. FCS 9530

Mumbai, India
May 14, 2024

Mumbai, India
May 14, 2024

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	Year ended March 31, 2024	Year ended March 31, 2023
I Revenue from operations	22	62,541.97	46,285.75
II Other income	23	7,571.53	6,912.86
III Total income (I+II)		70,113.50	53,198.61
IV Expenses			
(a) Purchases of stock-in-trade	24	47,255.18	33,830.14
(b) Employee benefits expense	25	6,168.11	5,054.76
(c) Finance costs	26	497.99	123.72
(d) Depreciation and amortization expense	27	677.55	569.95
(e) Other expenses	28	7,329.54	4,295.26
Total expenses		61,928.37	43,873.83
V Profit before tax (III-IV)		8,185.13	9,324.78
VI Tax expense:			
(a) Current tax	30	304.55	710.53
(b) Deferred tax credit	21	(27.38)	(27.79)
Total tax expense		277.17	682.74
VII Profit for the year (V-VI)		7,907.96	8,642.04
VIII Other comprehensive income/(loss)			
(A) (i) Items that will not be reclassified to profit or loss			
(a) Re-measurement loss on defined benefit plans		(17.86)	(40.41)
(ii) Income tax on items that will not be reclassified to profit or loss		4.50	10.17
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax on items that will be reclassified to profit or loss		-	-
Other comprehensive loss for the year, net of tax		(13.36)	(30.24)
IX Total comprehensive income for the year (VII + VIII)		7,894.60	8,611.80
X Earnings per share: (face value of ₹ 2 per share)	29		
1) Basic (amount in ₹)		6.02	6.62
2) Diluted (amount in ₹)		5.91	6.50
Summary of material accounting policies and explanatory information	3		

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Aasheesh Arjun Singh

Partner

Membership Number: 210122

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN : 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN : 00003040

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal
& Company Secretary

Membership No. FCS 9530

Mumbai, India

May 14, 2024

Mumbai, India

May 14, 2024

Standalone Statement of Changes in Equity

for the year ended March 31, 2024

A. Equity share capital

(All amounts in ₹ lakhs, unless otherwise stated)

	Amount
Balance as at April 1, 2022	2,604.25
Fresh issue (Net of treasury shares)	11.66
Balance as at March 31, 2023	2,615.91
Fresh issue (Net of treasury shares)	18.82
Balance as at March 31, 2024	2,634.73

B. Other equity

Particulars	Reserve and surplus						Total Equity
	Capital Reserve	Retained earnings	Securities premium reserve	Other comprehensive Income	Treasury Stock	Share options outstanding	
Balance as at April 01, 2022	8,078.07	7,472.28	-	34.17	(57.72)	2,064.21	17,591.01
Profit for the year	-	8,642.04	-	-	-	-	8,642.04
Other comprehensive Income, net of income tax	-	-	-	(30.24)	-	-	(30.24)
Share purchase through ESOP trust	-	-	-	-	(345.17)	-	(345.17)
Premium on issue of shares	-	-	1,129.39	-	-	-	1,129.39
Dividend paid	-	(9,486.15)	-	-	-	-	(9,486.15)
Employee stock compensation expense	-	-	-	-	-	1,500.98	1,500.98
Balance as at March 31, 2023	8,078.07	6,628.17	1,129.39	3.93	(402.89)	3,565.19	19,001.86
Profit for the year	-	7,907.96	-	-	-	-	7,907.96
Other comprehensive loss, net of income tax	-	-	-	(13.36)	-	-	(13.36)
Share purchase through ESOP trust	-	-	-	-	(119.01)	-	(119.01)
Premium on issue of shares	-	-	2,183.36	-	-	-	2,183.36
Dividend paid	-	(5,513.14)	-	-	-	-	(5,513.14)
Employee stock compensation expense	-	-	-	-	-	465.03	465.03
Balance as at March 31, 2024	8,078.07	9,022.99	3,312.75	(9.43)	(521.90)	4,030.22	23,912.70

Summary of material accounting policies and explanatory information 3

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited**Aasheesh Arjun Singh**

Partner

Membership Number: 210122

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN : 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN : 00003040

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal

& Company Secretary

Membership No. FCS 9530

Mumbai, India

May 14, 2024

Mumbai, India

May 14, 2024

Standalone Statement of Cash Flow

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Cash flows from operating activities		
Profit before tax	8,185.13	9,324.78
Adjustments for:		
Depreciation and amortization expense	677.55	569.95
Finance costs	497.99	123.72
loss/ (gain) on sale of property, plant and equipment	4.95	(0.11)
Employee share compensation expense	412.18	477.99
Unrealized foreign exchange fluctuation gain	100.18	(136.62)
Dividend income	(7,143.62)	(6,615.74)
Interest income	(203.13)	(80.83)
Bad debts written off	4.94	-
Gain on financial assets measured at fair value through profit and loss	(20.42)	(44.82)
Operating profit before change in working capital	2,515.75	3,618.32
Movement in working capital:		
Change in trade payables and other current liabilities	(2,867.43)	12,859.24
Change in other current financial liabilities	919.01	1,179.02
Change in provisions	101.31	58.45
Change in trade receivables	(3,092.77)	(7,754.37)
Change in non-current financial assets	(331.00)	-
Change in other current assets	93.19	(649.30)
Change in other current financial assets	141.11	18.46
Change in other non-current assets	-	(0.02)
Cash (used in)/ generated from operations	(2,520.85)	9,329.80
Direct tax paid (net of refund received)	(498.18)	(584.25)
Net cash flow (used in)/ generated from operating activities (A)	(3,019.03)	8,745.55
Cash flows from investing activities		
Purchase of property, plant and equipment, intangibles and investment property	(610.52)	(894.58)
Proceeds from sale of property, plant and equipment	62.87	-
Acquisition of subsidiary	-	(2,100.00)
Purchase of investments	(955.01)	(211.73)
Proceeds from maturity of/(investment) in time deposits	(3,915.00)	1,000.00
Dividend received	7,143.62	6,615.74
Interest received	132.28	64.50
Net cash generated from investing activities (B)	1,858.24	4,473.93
Cash flows from financing activities		
Proceeds/ (repayment) of long term borrowings	4,966.29	(5.99)
Proceeds of short term borrowings, net	201.55	226.32
Acquisition of own equity by a controlled trust	(119.11)	(347.39)
Issuance of share capital at premium	1,433.25	717.63
Interest paid on lease liabilities	(28.49)	(32.31)
Payment of principal portion of lease liabilities	(139.95)	(114.74)
Payment of dividend to shareholders	(5,399.58)	(9,486.16)
Interest paid on borrowings	(417.94)	(91.42)
Net cash generated from/(used in) financing activities (C)	496.02	(9,134.05)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(664.77)	4,085.43
Cash and cash equivalents at the beginning of the year (refer note 11)	5,961.67	1,876.24
Cash and cash equivalent at the end of the year (refer note 11)	5,296.90	5,961.67
Components of cash and cash equivalents		
Cash on hand	-	-
Balances with banks - Current account	5,296.90	5,961.67
Cash and cash equivalent at the end of the year (refer note 11)	5,296.90	5,961.67

Summary of material accounting policies and explanatory information

Standalone Statement of Cash Flow

for the year ended March 31, 2024

Changes in liability arising from financing activities

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at	Cash flow		Non-cash	As at
	March 31, 2022	Addition	Repayment	Others	March 31, 2023
Borrowings	877.01	226.32	(5.99)	-	1,097.34
Interest accrued and due on borrowings	0.25	-	(91.41)	91.41	0.25
Lease liability	280.71	213.72	(147.04)	32.31	379.70
	1,157.97	440.04	(244.44)	123.72	1,477.29

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at	Contractual cash flows		Non-cash	As at
	March 31, 2023	Addition	Repayment	Others	March 31, 2024
Borrowings	1,097.34	5,167.84	-	-	6,265.18
Interest accrued and due on borrowings	0.25	-	(417.94)	454.88	37.19
Lease liability	379.70	-	(168.45)	28.49	239.74
	1,477.29	5,167.84	(586.39)	483.37	6,542.11

Summary of material accounting policies and explanatory information 3

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP** For and on behalf of Board of Directors of
Chartered Accountants **PDS Limited**
Firm's Registration Number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Deepak Kumar Seth
Chairman & Non-Executive Director
DIN : 00003021

Pallak Seth
Vice Chairman & Executive Director
DIN : 00003040

Sanjay Jain **Rahul Ahuja**
Chief Executive Officer Chief Financial Officer

Abhishekh Kanoi
Head of Legal
& Company Secretary
Membership No. FCS 9530

Mumbai, India
May 14, 2024

Mumbai, India
May 14, 2024

Summary of material accounting policies and other explanatory information

Note 1: Corporate information

PDS Limited is a Public Limited Company (hereinafter referred as 'the Company') domiciled in India and has its registered office at Unit No.971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri (East), Mumbai- 400 093 Maharashtra. The Company is engaged in the trading of ready to wear apparels, providing services to group companies engaged in the export of ready to wear apparels and sourcing & distribution of their products. The Company has its primary listings on the BSE Limited and the National Stock Exchange of India Limited.

The standalone financial statements of the Company for the year ended March 31, 2024 were approved by the Board of Directors and authorized for issue on May 14, 2024.

Note 2: Statement of compliance

The Standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable and the guidelines issued by Securities and Exchange Board of India, to the extent applicable. The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

Basis of preparation and presentation

The standalone financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the relevant accounting policies mentioned. The financial statements are presented in ₹ and all values are rounded to the nearest Lakhs except where otherwise stated."

Going concern

The Board of Directors have considered the financial position of the Company at March 31, 2024 and the projected cash flows and financial performance of the Company for at least twelve months from the date of standalone financial statements as well as planned cost and cash improvement actions, and believe that the plan for sustained profitability remains on course. The Board of Directors have taken actions to ensure that appropriate long-term cash resources are in place at the date of signing the accounts to fund the Company's operations."

Recent accounting pronouncement

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31 2024, MCA has not notified any new standards applicable to the company.

Note 3: Material accounting policies

a) Material accounting judgements, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these standalone financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Judgements:

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone financial statements:

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Estimates and Assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Estimates and underlying assumptions are reviewed at each balance sheet date. Such changes are reflected in the assumptions when they occur.

i) Income taxes

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Summary of material accounting policies and other explanatory information

ii) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By virtue of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

iii) Employee stock option plan

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. The Company initially measures the cost of cash-settled transactions with employees using a Black Scholes model to determine the fair value of the liability incurred. For cash-settled share-based payment transactions, the liability needs to be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognised in profit or loss. This requires a reassessment of the estimates used at the end of each reporting period. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses a Black Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 43.

iv) Provision for expected credit losses (ECL) on trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type and customer type). The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic condition (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation among historical observed default rates, forecast economic conditions

and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in note 10 to the standalone financial statements."

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on a current/ non-current classification.

Assets:

An asset is treated as current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle.
- ii) Held primarily for the purpose of trading
- iii) Expected to be realized within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

Liabilities:

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle: The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the operation, the group has identified twelve months as its operating cycle.

c) Property, plant and equipment (PPE) and Investment property

Property, plant and equipment, capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset.

Summary of material accounting policies and other explanatory information

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss within other income or expense (as applicable)."

Subsequent Costs: The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in statement of profit and loss as and when incurred.

Decommissioning Costs : The present value of expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of fixed assets that are not ready for their intended use at the reporting date.

Depreciation: Depreciation on PPE, except leasehold improvements, is provided on straight-line method over the useful lives of assets as per Schedule II to the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged to Statement of Profit and Loss. Leasehold improvements are amortized over the lease term or the remaining useful life of the assets whichever is lower.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life
Furniture and fixtures	10 years
Office equipments	5 years
Vehicles	8 years
Electrical installations and equipments	10 years
Building	60 years
Computers	3 years

Freehold land is not depreciated.

Investment property

Recognition and measurement

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property comprises freehold land and building.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company measures investment property using cost based measurement and the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Statement of Profit and Loss in the period of derecognition.

Depreciation

Depreciation on Investment Property (except freehold land) is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013. Freehold land is not depreciated. (Refer table above)

d) Borrowing costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

e) Foreign currency transaction

Functional and presentation currency

The Company's standalone financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency. Functional currency is the currency of the primary economic environment in which a Company operates and is normally the currency in which the Company primarily generates and expends cash. All the financial information presented in ₹ in lakhs except where otherwise stated.

Summary of material accounting policies and other explanatory information

Initial recognition

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Measurement at the reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured in terms of historical cost are not retranslated.

f) Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Company will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

(i) Rendering of services

Income from corporate and sourcing support services rendered to group companies are recognized as the services are rendered based on a cost plus mark-up in accordance with the terms of respective arrangements.

'Unbilled revenue' included in other financial assets represent revenue in excess of billings as of the Balance Sheet date. 'Unearned revenues' included in financial liabilities represent billing in excess of revenue recognized.

(ii) Sale of goods

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon shipment or delivery at the customer premises and on completion of performance obligation. Revenue is recognised at a transaction price allocated to the extent of performance obligation satisfied after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Company is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses or a reasonable estimate can be made.

Rental income

Rental income is recognized when services are rendered and same becomes chargeable. Service Income comprises amounts billed for leasing out the property and other support services rendered to entities in accordance with terms of agreements entered into with them.

Other income

i) Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

ii) Dividend income is recognized when the right to receive payment is established.

Summary of material accounting policies and other explanatory information

- iii) Any other income is recognized on an accrual basis.

Export incentives

Export incentives are recognized as income when the Company is entitled to the incentive as per the terms of the scheme in respect of the exports made and where it is probable that the Company will collect such incentive proceeds.

g) Employee's benefits

Short term employee benefits: All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. When an employee has rendered service to the Company during an accounting period, the Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense unless another Ind AS requires or permits the inclusion of the benefits in the cost of an asset. Benefits such as salaries, wages, bonus and ex-gratia etc. are recognized in Statement of profit and loss in the period in which the employee renders the related service.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution plans and contributions paid / payable are recognized as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities. Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other

Comprehensive Income in the Statement of Profit and Loss. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

Other long term benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/ losses, if any, are recognized immediately in the Statement of Profit and Loss.

h) Share based payment/Cash-settled share-based payments

The Company has equity-settled share-based remuneration plans for its employees. Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to equity. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

For cash-settled share-based payments, the fair value of the amount payable to employees is recognised as employee benefits expense with a corresponding increase in liabilities, over the vesting period. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expense.

The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the employee remuneration schemes. The Trust buys shares of the Company from the market, for giving shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury stock. Own equity instruments that are reacquired (treasury stock) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying

Summary of material accounting policies and other explanatory information

amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are satisfied with treasury shares.

Where stock options are issued to employees of subsidiaries/ step down subsidiaries, and such subsidiary/ step down subsidiary does not have an obligation to settle the transaction, the transaction is treated as a parent's equity contribution to the subsidiary/ step down subsidiary and presented as 'deemed investment' under investment in subsidiaries.

i) Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Contingent liability is disclosed in the case of;

- i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;
- ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

J) Financial instruments

A financial instrument is a contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

(a) Financial assets

(i) Initial recognition and measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at

fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivables that do not contain a significant financing component are measured at transaction price.

(ii) Classification and subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial asset carried at amortized cost
- Financial asset at fair value through other comprehensive income (FVTOCI)
- Financial asset at fair value through profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

• Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

• Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

• Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Summary of material accounting policies and other explanatory information

- **Equity investment**

Investments representing equity interest in associates/ subsidiary are carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized (i.e. removed from the Company's Balance Sheet) when:

- The contractual rights to receive cash flows from the asset has expired, or
- The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset."

- (b) **Financial liabilities**

Initial recognition and measurement Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, security deposits received etc.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortized cost
- Financial liabilities at fair value through profit or loss

Loans and borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. After initial recognition, interest-bearing loans and borrowings

are subsequently measured at amortized cost using the Effective Interest rate (EIR) method. Income and Expense are recognized in the statement of profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss."

- (c) **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

- k) **Impairment of financial assets**

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from

Summary of material accounting policies and other explanatory information

contracts with customers, the Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected life time losses to be recognized after initial recognition of receivables. For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on twelve-months ECL.

l) Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

m) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

n) Taxes on income

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognized amounts and there is an intention either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible

Summary of material accounting policies and other explanatory information

temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

o) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash balance on hand, cash balance at banks and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

p) Earnings per share (EPS)

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra ordinary items.

- Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating Diluted Earning per share, the number of shares comprises of weighted average shares considered for deriving basic earning per share and also the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. A transaction is considered to be antidilutive if its effect is to increase the amount of EPS, either by lowering the share count or increasing the earnings.

The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the employee remuneration schemes. The Trust buys shares of the Company from the market, for giving shares to employees. The Company treats Trust as its extension and shared held by the Trust are treated as treasury shares. Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are satisfied with treasury shares."

q) Segment reporting

The Company has the policy of reporting the segments in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chief Operating Decision maker is considered to make strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 4 : Property, plant and equipment

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipments	Electrical installations and equipments	Computers	Right to use assets	Total
Gross carrying value								
Balance as at April 1, 2022	486.04	59.22	186.91	88.96	810.61	101.03	396.63	2,129.41
Add: Additions during the year	89.67	-	-	0.84	72.81	47.97	213.72	425.01
Less: Disposals during the year	-	-	(70.51)	-	-	(0.70)	-	(71.21)
Balance as at March 31, 2023	575.71	59.22	116.40	89.80	883.42	148.30	610.35	2,483.21
Add: Additions during the year	41.35	15.71	149.08	29.43	160.33	58.17	-	454.07
Less: Disposals during the year	(0.17)	-	(85.02)	(0.74)	-	(10.62)	-	(96.55)
Balance as at March 31, 2024	616.89	74.93	180.46	118.49	1,043.75	195.85	610.35	2,840.73
Accumulated depreciation								
Balance as at April 01, 2022	207.71	41.40	31.01	36.91	384.30	63.28	138.58	903.20
Add: Depreciation charge for the year	55.41	4.15	13.71	18.40	81.74	22.77	118.72	314.90
Less: Disposals during the year	-	-	(9.83)	-	-	(0.20)	-	(10.03)
Balance as at March 31, 2023	263.12	45.55	34.89	55.31	466.04	85.85	257.30	1,208.06
Add: Depreciation charge for the year	64.24	5.23	19.95	21.03	113.27	31.62	140.51	395.85
Less: Disposals during the year	(0.02)	-	(22.15)	(0.24)	-	(6.82)	-	(29.23)
Balance as at March 31, 2024	327.34	50.78	32.69	76.10	579.31	110.65	397.81	1,574.68
Net carrying amount								
As at March 31, 2024	289.55	24.15	147.77	42.39	464.44	85.20	212.54	1,266.05
As at March 31, 2023	312.59	13.67	81.51	34.49	417.38	62.45	353.06	1,275.15

(i) The Company does not have immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 5 : Investment property

Particulars	Freehold land	Building	Total
A. Gross carrying amount			
Balance as at April 1, 2022	68.81	2,452.86	2,521.67
Add: Additions during the year	-	202.08	202.08
Balance as at March 31, 2023	68.81	2,654.94	2,723.75
Add: Additions during the year	-	151.48	151.48
Balance as at March 31, 2024	68.81	2,806.42	2,875.23
B. Accumulated depreciation			
Balance as at April 1, 2022	-	203.22	203.22
Add: Depreciation charge for the year	-	44.53	44.53
Balance as at March 31, 2023	-	247.75	247.75
Add: Depreciation charge for the year	-	66.50	66.50
Balance as at March 31, 2024	-	314.25	314.25
C. Net carrying amount			
As at March 31, 2024	68.81	2,492.17	2,560.98
As at March 31, 2023	68.81	2,407.19	2,476.01

a) Fair value

Particulars	Freehold land	Building	Total
As at March 31, 2024	4,672.10	2,601.20	7,273.30
As at March 31, 2023	3,806.25	1,961.86	5,768.11

b) Information regarding income and expenditure of investment property

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Rental income derived from investment property	357.68	309.43
Direct operating expenses	304.02	239.47
Profit arising from investment property before depreciation	53.66	69.96
Less: Depreciation charge	66.50	44.53
(Loss)/profit arising from investment property	(12.84)	25.43

c) Minimum lease rent receivable: In respect of the property given on lease, the future minimum lease payments receivable for non-cancellable period is as under:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Not later than 1 year	125.94	35.94
Later than 1 year but not later than 5 years	195.07	50.92
Total	321.01	86.86

d) The Company's investment property comprises property situated at Udyog Vihar, Gurugram, Haryana, India. The Management has determined that the investment property consists of two class of assets - Land and building - based on the nature, characteristics and risks of the property.

e) The fair valuation of the said property is based on current prices in the active market for similar properties. The main input used are quantum, area, location, population, profile of surrounding developments, negotiations, connectivity and accessibility.

f) The fair value of investment property is ₹7,273.20 (31 March 2023: ₹5,768.11) and the same has been determined by an external independent registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. Fair valuation of investment property is based on the direct comparison approach for land and depreciated replacement cost method for built up structure. The fair value measurement is categorized in Level 3 of fair value hierarchy.

g) As at March 31, 2024 the investment property is pledged to secure the general banking facilities granted to the Bajaj Finance Limited.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 6 : Intangible assets

Particulars	Trade Marks	Computer Software	Total
Gross carrying amount			
Balance as at April 1, 2022	0.90	84.39	85.29
Add: Acquired	-	710.74	710.74
Balance as at March 31, 2023	0.90	795.13	796.03
Add: Acquired	-	4.45	4.45
Balance as at March 31, 2024	0.90	799.58	800.48
Amortization			
Balance as at April 1, 2022	0.90	69.60	70.50
Add: Amortization charge for the year	-	210.52	210.52
Balance as at March 31, 2023	0.90	280.12	281.02
Add: Amortization charge for the year	-	215.19	215.19
Balance as at March 31, 2024	0.90	495.31	496.21
Net carrying value			
Balance as at March 31, 2024	-	304.27	304.27
Balance as at March 31, 2023	-	515.01	515.01

Note 7 : Non-current investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investment in subsidiaries		
Unquoted		
In Equity shares (at cost)		
2,19,48,270 (March 31, 2023 :2,19,48,270) equity shares of Multinational Textiles Group Limited, Mauritius of USD 1 each fully paid up	10,050.25	10,050.25
10,409 (March 31, 2023 :10,409) equity shares of DBS Lifestyle Private Limited of ₹10 each fully paid up	2,100.00	2,100.00
27,500 (March 31, 2023 :27,500) equity shares of Technocian Fashions Private Limited of ₹10 each fully paid up	2.75	2.75
10,000 (March 31, 2023 :10,000) equity shares of Dizbi Private Limited of ₹ 10 each fully paid up	1.00	1.00
10,000 (March 31, 2023:10,000) equity shares of PDS Brand Private Limited of ₹ 10 each fully paid up	1.00	1.00
50,000 (March 31, 2023: 50,000) equity shares of Norlanka Manufacturing India Private Limited of ₹ 10 each fully paid up	45.97	45.97
Deemed Investment on account of grant of ESOP (refer note 'b' below)	4,012.45	2,917.77
In Preference shares (at cost)		
Deemed Investment on account of equity component in preference shares of Norlanka Manufacturing India Private Limited (refer note 'a' below)	236.17	-
Total (A)	16,449.59	15,118.74
In Preference shares (Fair value through profit or loss)		
Debt component in preference shares of Norlanka Manufacturing India Private Limited (refer note 'a' below)	503.83	-
Total (B)	503.83	-
Total (C= A+B)	16,953.42	15,118.74
Investments at fair value through profit or loss		
5,70,000 (March 31, 2023: 5,70,000) equity shares of Parc Designs Private Limited of ₹ 10 each fully paid up	57.00	57.00
210 (March 31, 2023: 70) units of Fireside Ventures Investment Fund III ("Fund") of ₹ 1,00,000 each (refer note 40)	188.37	41.98
6,75,000 (March 31, 2023: 6,00,000) units of WaterBridge Ventures - II Trust of ₹ 100 each (refer note 40)	1,065.20	980.58
Total (D)	1,310.57	1,079.56
Total (C+D)	18,263.99	16,198.30

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Aggregate amount of quoted investments and market value	-	-
Aggregate amount of unquoted investments	18,263.99	16,198.30
Aggregate amount of impairment in value of investments	-	-
	18,263.99	16,198.30

Impairment testing for Investment in DBS Lifestyle Private Limited

Investment is tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The recoverable value of the investment in subsidiary for impairment testing was determined using discounted cash flow approach which involves significant judgement and estimates. The discount rate applied to the cash flow projections is 25.00% and cash flows beyond the five-year period were extrapolated using a growth rate of 5.00%.

As at March 31, 2024, the estimated recoverable amount of the investment exceeded its carrying amount. Reasonable sensitivities in key assumptions is unlikely to cause the carrying amount to exceed the recoverable amount of the CGU.

Information about investments

Name of the Company, country of incorporation, principal activities	% of equity interest	
	As at March 31, 2024	As at March 31, 2023
Multinational Textile Group Limited, Mauritius, holding of investments and provision of consulting services	100.00%	100.00%
Technocian Fashions Private Limited, India, management services and sourcing support services	55.00%	55.00%
DIZBI Private Limited, India, information technology support services	100.00%	100.00%
Norlanka Manufacturing India Private Limited, India, manufacturing, trading, e-commerce business of readymade garments	100.00%	100.00%
PDS Brand Private Limited, India, trading, e-commerce business of readymade garments	100.00%	100.00%
DBS Lifestyle Private Limited, India, trading, e-commerce business of readymade garments and designs	51.00%	51.00%

- (a) During the year, the Company has purchased 74,00,000, 0.01% non-convertible non-cumulative redeemable preference shares (March 31, 2023: Nil) of Norlanka Manufacturing India Private Limited of ₹ 10 each fully paid up, which will have a tenure of 7 years from the date of allotment.

In line with Ind As 109 "Financial instruments", the aforesaid preference shares has been classified as compound financial instruments. Accordingly, the value of the instrument on the day of transaction has been bifurcated into equity and debt component basis the valuation report obtained from an accredited independent valuer

- (b) During March 31, 2022, the Company had established share option plans that entitle key managerial personnel and senior employees of the Group to purchase shares in the Company. The employee stock option plan is designed to provide incentives to the employees of the Company, its subsidiaries and step down subsidiaries (collectively referred to as 'the Group') to deliver long-term returns.

The Company has cumulatively granted 17,53,910 stock options (March 31, 2023: 17,53,910 stock options) to key managerial personnel and senior employees of the Group and has accounted for the same as deemed investment in its subsidiaries and step down subsidiaries.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

The list of subsidiaries, step down subsidiaries, joint ventures and associates whose employees/directors have been granted stock options and their related cost is stated below:

Name of the Company	As at March 31, 2024	As at March 31, 2023
Techno Design GMBH	169.06	103.09
Norwest Industries Limited	733.79	322.36
Nor Lanka Manufacturing Limited	165.24	140.12
Spring Near East Manufacturing Company Limited	72.39	51.49
Clover collection Limited	51.88	33.24
Design Arc Asia Limited	34.55	24.03
Kleider Sourcing Hong Kong Limited	25.54	17.91
Krayons Sourcing Limited	26.03	68.19
Twins Asia Limited	42.23	22.44
PDS Far-east Limited	48.74	34.32
Styleberry Limited	10.74	9.01
Casa Collective Limited (Formerly known as Sourcing East West Limited)	-	34.32
Progress Manufacturing Group Limited	120.57	65.29
GoodEarth Apparels Limited	40.35	56.46
Simple Approach Limited	937.22	769.38
Zamira Fashions Limited	147.12	102.18
Poeticgem International Limited	20.36	36.17
Grupo Sourcing Limited	52.02	28.04
Poeticgem Limited	920.55	738.50
Design Arc Limited	166.98	124.87
PDS Multinational FZCO	29.82	19.11
Norlanka Brands Private Limited	10.90	6.79
PDS FAR EAST USA	57.50	30.15
PDS Fashion Limited	91.96	58.91
Yellow Octopus EU Spa.ooo	36.91	15.47
DIZBI Private Limited	-	5.92
	4,012.45	2,917.77

Note 8 : Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Non Current		
Deposits with remaining maturity of more than 12 months	331.00	-
Total	331.00	-
Current		
Unbilled revenue (refer note 32)	-	231.39
Security deposits (unsecured, considered good) (refer note 'a' below)	71.99	66.56
Interest accrued but not due on fixed deposits	94.62	23.77
Dues from related party (refer note 32)	117.69	28.42
Total	284.30	350.14

- a) The Company has determined its security deposits are not in the nature of loans and accordingly have been classified as part of other financial assets.

Note 9 : Non-current tax assets (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Advance income tax, net of provision for income tax	86.59	-
Total	86.59	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 10 : Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Trade receivable considered good - secured	-	-
(b) Trade receivable considered good - unsecured	14,139.68	10,598.60
(c) Trade receivable which have significant increase in credit risk	-	-
(d) Trade receivable - credit impaired	-	-
	14,139.68	10,598.60
Less: Allowance for expected credit loss	-	-
Total	14,139.68	10,598.60

- a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.
- b) Trade receivables due from related parties as at March 31, 2024 amounts to ₹ 1,095.51 (March 31, 2023: ₹ 23.97). (refer note 32)
- c) Trade receivables are generally on terms of ranging between 90 to 135 days.

Trade Receivable ageing schedule

Particulars	March 31, 2024						Total
	Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	9,290.68	3,496.44	1,247.79	104.13	0.64	-	14,139.68
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	9,290.68	3,496.44	1,247.79	104.13	0.64	-	14,139.68
Less: - Allowance for expected credit loss							-
Total (B)							-
Total (A+B)	9,290.68	3,496.44	1,247.79	104.13	0.64	-	14,139.68

Particulars	March 31, 2023						Total
	Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	9,039.75	1,198.90	359.95	-	-	-	10,598.60
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	9,039.75	1,198.90	359.95	-	-	-	10,598.60
Less: - Allowance for expected credit loss							-
Total (B)							-
Total (A+B)	9,039.75	1,198.90	359.95	-	-	-	10,598.60

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 11 : Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks:		
- Current account*	5,296.90	5,961.67
Total	5,296.90	5,961.67

* Cash and cash equivalents as at March 31, 2024 and March 31, 2023 include restricted cash and bank balances pertaining to following:

Particulars	As at March 31, 2024	As at March 31, 2023
bank account held by ESOP trust controlled by the Company	161.36	102.32
balance in unpaid dividend account	113.57	-
	274.93	102.32

Note 12 : Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits with original maturity of more than 3 months but less than 12 months	7,215.00	3,300.00
Earmarked balances with bank	1.15	1.15
Total	7,216.15	3,301.15

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Balance with government authorities	527.96	536.24
Prepaid expenses	287.29	259.87
Advances to employees	75.05	128.74
Advances to suppliers	4.69	42.49
Other advances	6.76	27.57
Total	901.75	994.91

Note 14 : Share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorized		
250,000,000 (March 31, 2023: 140,000,000) equity shares of ₹ 2/- each*	5,000.00	2,800.00
	5,000.00	2,800.00
Issued, subscribed and paid up		
131,736,551 (March 31, 2023: 130,795,495) equity shares of ₹ 2/- each*	2,634.73	2,615.91
	2,634.73	2,615.91

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

a) Reconciliation of issued and subscribed share capital:

Particulars	No. of shares* [^]	Amount
Balance as at April 1, 2022	13,02,12,395	2,604.25
Add: Issued during the year [#]	6,94,100	13.88
Less: Treasury shares [#]	(1,11,000)	(2.22)
Balance as at March 31, 2023	13,07,95,495	2,615.91
Add: Issued during the year [#]	9,75,419	19.51
Less: Treasury shares [#]	(34,363)	(0.69)
Balance as at March 31, 2024	13,17,36,551	2,634.73

During the year ended March 31, 2024, Company has issued 975,419 equity shares (March 31, 2023 : 694,100) to the employees who have exercised stock option as per employee stock option scheme 2021. Further, the Company has purchased 43,419 equity shares (March 31, 2023: 111,000 equity shares) through the ESOP trust.

The ESOP trust has transfer 9,056 equity shares (March 31, 2023: NIL) from ESOP trust to employees who exercised there option as per stock option scheme 2021.

b) The Company has not issued any bonus shares or any shares for consideration other than cash during five years immediately preceding March 31, 2024.

*Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on July 29, 2022, each equity share of face value of ₹ 10/- per share has been subdivided into 5 (five) equity shares of face value of ₹ 2/- per share,

c) Terms/ rights attached to equity shares:

- The Company has only one class of equity share having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares [^]	Holding %	No. of shares [^]	Holding %
Mrs. Payal Seth	6,96,26,570	52.79	6,93,76,210	52.99
Mr. Deepak Seth	1,57,78,670	11.96	1,57,78,670	12.05
Mr. Sanjiv Dhireshbhai Shah	68,41,968	5.19	80,91,830	6.31

e) Details of shareholding of Promoters:

Particulars	As at March 31, 2024		
	Number of shares [^]	% of total shares	% change during the year
Payal Seth	6,96,26,570	52.79%	0.36%
Deepak Seth	1,57,78,670	11.96%	0.00%
Pallak Seth	13,94,190	1.06%	0.00%
Pulkit Seth	-	0.00%	-100.00%
Shefali Seth	-	0.00%	-100.00%
Pearl Global Industries Limited	-	0.00%	-100.00%
NIM International Commerce LLP	-	0.00%	-100.00%

[^] The number of shares are given in absolute numbers.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		
	Number of shares [^]	% of total shares	% change during the year
Payal Seth	6,93,76,210	52.99%	0.00%
Deepak Seth	1,57,78,670	12.05%	0.00%
Pallak Seth	13,94,190	1.06%	0.00%
Pulkit Seth	5	0.00%	0.00%
Shefali Seth	180	0.00%	0.00%
Pearl Global Industries Limited	2,49,995	0.19%	0.00%
NIM International Commerce LLP	180	0.00%	0.00%

[^] The number of shares are given in absolute numbers.

Note 15 : Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Capital reserve (refer note (i) below)	8,078.07	8,078.07
Retained earnings (refer note (ii) below)	9,022.99	6,628.17
Securities premium reserve (refer note (iii) below)	3,312.75	1,129.39
Other comprehensive income (refer note (iv) below)	(9.43)	3.93
Treasury stock (refer note (v) below)	(521.90)	(402.89)
Share options outstanding (refer note (vi) below)	4,030.22	3,565.19
Balance as at the end of the year	23,912.70	19,001.86

Note : For details, refer 'the Statement of Changes in Equity'

- i) Capital reserve was created on account of demerger.
- ii) Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserve, if any, dividend and other distributions made to the shareholders.
- iii) Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act
- iv) Other comprehensive income represent the cumulative balances of actuarial gain or loss arising on remeasurements of defined benefit plan is accumulated and recognised within this component of other comprehensive income. Items included in actuarial gain or loss reserve will not be reclassified subsequently to statement of profit and loss.
- v) This represent the own equity instruments that are reacquired [treasury shares] are recognised at cost and disclosed as deducted from equity.
- vi) The Company has established share based payment plans for certain categories of employees of the Company and its subsidiaries. (refer note 43 for further details on these plans.

Details of dividend distributions proposed:

Particulars	As at March 31, 2024	As at March 31, 2023
Proposed dividend on equity shares:		
Proposed dividend : ₹ 3.15/- per equity share of ₹ 2/- each (March 31, 2023: ₹ 2.60/- per equity share of ₹ 2/- each)	4,149.70	3,400.68
Total proposed dividend on equity shares	4,149.70	3,400.68

Proposed dividend on equity shares is subject to approval by shareholders at the Annual General Meeting and had not been included as a liability in these standalone financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 16 : Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Secured loan		
- Term loan from banks (refer note (ii) below)	4,966.29	-
Less: Current maturities of long term borrowings	(416.66)	-
Total (A)	4,549.63	-
Current		
Secured loans		
- From banks (refer note (iii) below)	350.00	350.00
- Bank overdraft (refer note (iv) below)	(29.92)	125.96
- Vehicle loan from bank (refer note (i) below)	-	4.78
- Import loan (refer note (v) below)	978.81	616.60
- Current maturities of long term borrowings	416.66	-
Total (B)	1,715.55	1,097.34
Total (A+B)	6,265.18	1,097.34

a) For interest rate and liquidity risk related disclosures, refer note 36.

b) **In case of loans from bank, the terms are as under: -**

(i) Vehicle loan

- Vehicle loan of ₹ 27.00 taken by the Company, from Axis Bank, during the year ended March 31, 2019 was secured against hypothecation of the respective vehicle. The applicable rate of interest is 8.80% per annum (March 31, 2023: 8.80% per annum). The loan was repayable in 60 monthly instalments and has been completely repaid during the current year.

(ii) Long term loan of ₹ 5,000.00 (March 31, 2023 - Nil) taken by the Company from Bajaj Finance Limited, is guaranteed by lien marked on property located at Plot no. 222, Udyog Vihar, Phase 1, Gurugram - 122022. The tenor of the loan is 84 months (12 months moratorium) and it carries rate of interest of 9.75% per annum (March 31, 2023 - Nil). The date of first installment is due on October 5, 2024 and the date of maturity is July 5, 2030..

(iii) Short term loan of ₹ 350.00 (March 31, 2023 - ₹ 350.00) taken by the Company is guaranteed by Stand By Documentary Credit (SBDC) documents of its step down subsidiary, Norwest Industries Limited with HSBC Hong Kong. The maximum tenor of term loan is 89 days (March 31, 2023: 120 days) and is fixed based upon the prevalent bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI guidelines of the appropriate tenor (March 31, 2023 - 10.25% per annum).

(iv) Bank overdraft limit of ₹ 350.00 (March 31, 2023 - ₹ 350.00) taken by the Company from Axis Bank is guaranteed by lien marked on the fixed deposit. The loan is repayable on demand and it carries rate of interest of 9.25% per annum (March 31, 2023 - 9.25% per annum).

(v) Import loan facility of ₹ 2,000.00 (March 31, 2023 - ₹ 2,000.00) taken by the Company is guaranteed by Stand By Documentary Credit (SBDC) documents of its step down subsidiary, Norwest Industries Limited with HSBC Hong Kong. The maximum tenor of term loan is 180 days and the rate of interest is fixed based upon the prevalent bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI guidelines of the appropriate tenor.

Note 17 : Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Security deposit (refer to note 'a' below)	177.57	83.36
Employee dues	424.80	362.85
Share based payment liability (refer note 43)	659.50	386.71
Dues to related party (refer note 32)	1,764.69	937.78

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due on borrowings		
- From bank	37.19	0.25
Unclaimed dividend (refer note 'b' below)	113.57	-
Total	3,177.32	1,770.95

- a) The Company has determined that its security deposits are not in the nature of borrowings and accordingly have been classified as part of other financial liabilities.
- b) It does not include any amount due and outstanding, to be credited to investor education and protection fund.

Note 18 : Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
- Gratuity (refer note 31)	235.41	175.74
Total (A)	235.41	175.74
Current		
- Compensated absences	237.60	181.33
- Gratuity (refer note 31)	5.67	2.44
Total (B)	243.27	183.77
Total (A+B)	478.68	359.51

Note 19 : Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
- Total outstanding dues to micro enterprises and small enterprises (refer note 'c' & 'e' below)	20.99	15.93
- Total outstanding dues to parties other than micro enterprises and small enterprises	13,527.09	12,666.98
	13,548.08	12,682.91

- a) Trade payables are non-interest bearing and are normally settled on 60-day terms, except for Micro and Small Enterprises (if any) which are settled within 45 days.
- b) Trade payables due to related parties as at March 31, 2024 amounts to ₹ 12,196.31 (March 31, 2023: ₹ 1,711.07). (refer note 32)
- c) As per Schedule III of the Companies Act, 2013 and notification number GSR 719 (E) dated November 16, 2007 and as certified by the management, the amount due to Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under.

Particulars	As at March 31, 2024	As at March 31, 2023
- the principal amount (March 31, 2024: ₹ 20.99, March 31, 2023: ₹ 15.93) and the interest (March 31, 2024: Nil, March 31, 2023: Nil) due thereon remaining unpaid to any supplier at the end of each accounting year;	20.99	15.93
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
- the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

- d) Disclosure of payable to vendors as defined under the Micro, Small and Medium Enterprises Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company.

Trade Payable ageing schedule

Particulars	As at 31 March, 2024					Total
	Accrued liabilities	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payable						
Total outstanding dues to micro enterprises and small enterprises	-	20.99	-	-	-	20.99
Total outstanding dues to parties other than micro enterprises and small enterprises	303.89	13,189.15	-	34.05	-	13,527.09
Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	303.89	13,210.14	-	34.05	-	13,548.08

Particulars	As at 31 March, 2023					Total
	Accrued liabilities	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payable						
Total outstanding dues to micro enterprises and small enterprises	-	15.93	-	-	-	15.93
Total outstanding dues to parties other than micro enterprises and small enterprises	508.15	12,099.78	59.05	-	-	12,666.98
Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	508.15	12,115.71	59.05	-	-	12,682.91

Note 20 : Other liabilities

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Non-current		
Others	1.15	1.15
Total (A)	1.15	1.15
Current		
Deferred income on security deposit received	35.75	48.17
Statutory dues	196.48	143.74
Revenue received in advance (refer note 32)	-	3,270.98
Total (B)	232.23	3,462.89
Total (A+B)	233.38	3,464.04

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 21: Deferred tax

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax assets	180.82	123.95
Deferred tax liabilities	342.67	317.69
Total deferred tax liabilities (net)	(161.85)	(193.74)

Movement in deferred tax liabilities (net)

Particulars	As at April 01, 2023	Recognized in Statement of Profit and Loss	Recognized in Statement of Other Comprehensive income	As at March 31, 2024
Deferred tax assets relates to the following:				
Provision for employee benefits	77.78	38.20	4.50	120.48
Lease liability	46.17	14.17	-	60.34
	123.95	52.37	4.50	180.82
Deferred tax liability relates to the following:				
Property, plant and equipment	183.03	66.76	-	249.79
Deferred income on security deposit received	15.41	(15.41)	-	-
Others	119.25	(26.37)	-	92.88
	317.69	24.98	-	342.67
Total deferred tax liabilities (net)	(193.74)	27.38	4.50	(161.85)

Particulars	As at April 01, 2022	Recognized in Statement of Profit and Loss	Recognized in Statement of Other Comprehensive income	As at March 31, 2023
Deferred tax assets relates to the following:				
Provision for employee benefits	37.17	30.44	10.17	77.78
Deferred income on security deposit received	15.32	(15.32)	-	-
Lease liability	70.65	(24.48)	-	46.17
	123.14	(9.36)	10.17	123.95
Deferred tax liability relates to the following:				
Property, plant and equipment	194.87	(11.84)	-	183.03
Deferred income on security deposit received	-	15.41	-	15.41
Others	159.97	(40.72)	-	119.25
	354.84	(37.15)	-	317.69
Total deferred tax liabilities (net)	(231.70)	27.79	10.17	(193.74)

Note 22 : Revenue from operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sale of services		
- Corporate and sourcing support services (refer note 32)	10,018.42	7,655.27
Sale of goods	52,165.87	38,321.05
Other operating income*	357.68	309.43
Total	62,541.97	46,285.75

*Other operating income includes rental income from investment property.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 23 : Other income

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income		
- on fixed deposits carried at amortised cost	203.13	76.56
- on loan to related party (refer note 32)	-	4.27
Unwinding of discount on deposits carried at amortised cost	4.42	3.05
Foreign exchange fluctuation (net)	165.01	136.62
Profit on sale of property, plant and equipment	-	4.66
Dividend from subsidiaries (refer note 32)	7,143.62	6,615.74
Gain on fair revaluation of investment carried at fair value through profit or loss	16.01	44.82
Miscellaneous income	39.34	27.14
Total	7,571.53	6,912.86

Note 24 : Purchase of stock in trade

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Purchase of stock-in-trade	47,255.18	33,830.14
Total	47,255.18	33,830.14

Note 25 : Employee benefits expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	5,505.19	4,402.65
Contribution to provident and other fund (refer note 31)	128.87	91.10
Gratuity expense (refer note 31)	79.64	57.20
Staff welfare expenses	42.23	25.82
Employee share compensation expense (refer note 43)	412.18	477.99
Total	6,168.11	5,054.76

Note 26 : Finance cost

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense		
- on bank loans	426.48	63.05
- on unwinding of discount on security deposit received	12.31	11.22
- on bank overdraft	28.48	16.43
- on vehicle loan	0.18	0.71
- on lease obligation	28.49	32.31
- on others	2.05	-
Total	497.99	123.72

Note 27 : Depreciation and amortization expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation of property plant and equipment (refer note 4)	255.34	196.18
Depreciation of investment property (refer note 5)	66.50	44.53
Amortization of intangible assets (refer note 6)	215.19	210.52
Depreciation on right to use of assets (refer note 4 and 39)	140.51	118.72
Total	677.55	569.95

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 28 : Other expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Electricity charges	59.05	46.08
Rent	10.18	0.37
Rates and taxes	66.62	24.47
Insurance	130.88	129.09
Repair and maintenance		
- Building	14.95	41.12
- Others	45.53	44.37
Recruitment expense	20.95	53.76
Security expenses	11.66	19.05
Sampling and designing	72.95	47.35
Advertisement and business promotion	275.47	46.55
SAP expenses	428.54	384.50
Legal and professional charges	594.06	532.80
Postage and courier	77.26	80.91
Commission and brokerage	4,158.11	1,976.12
Travelling and conveyance	506.45	362.77
Communication costs	22.51	18.20
Printing and stationery	26.83	22.69
Freight cost	267.40	148.51
Bank charges	106.12	24.89
License fees	183.65	134.21
Auditor's remuneration (refer note 'a' below)	69.84	65.27
Bad debts written off	4.94	-
Loss on sale of property, plant and equipment	4.95	4.54
Corporate social responsibility expenses	56.72	15.16
Miscellaneous expenses	113.92	72.51
Total	7,329.54	4,295.26

a) Details of payment made to auditors is as follows: (excluding taxes)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
As auditor:		
- Statutory audit fee	27.83	24.20
- Limited review Fee	37.95	33.00
- Tax audit fee	1.27	1.10
- Reimbursement of expenses	2.79	6.97
Total	69.84	65.27

Note 29 : Earnings per share (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year whereas diluted earnings per share is computed using the weighted average number of common and dilutive equivalent shares except for the case where the result becomes anti- dilutive.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit attributable to the equity holders	7,907.96	8,642.04
Weighted average number of equity shares for basic EPS ^{^*}	13,13,02,128	13,05,31,747
Effect of dilution:		
Employee stock option plan [*]	25,78,205	24,28,867
Weighted average number of equity shares for diluted EPS ^{^*}	13,38,80,334	13,29,60,614

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Earning per Equity share (in ₹)		
Basic earnings per share (in ₹) (face value ₹2/- per share)	6.02	6.62
Diluted earnings per share (in ₹) (face value ₹ 2/- per share)	5.91	6.50

*The number of shares are given in absolute numbers.

^Net of issue of fresh shares & treasury shares during year ended March 31, 2024 is 9,41,056 shares (March 31, 2023- 5,83,100 shares).

Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on 29 July 2022, each equity share of face value of ₹ 10/- per share has been subdivided into 5 (five) equity shares of face value of ₹ 2/- per share. During the previous year, Company has restated the EPS accordingly.

Note 30: Income tax

Income tax expense in the Statement of Profit and Loss

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

Statement of profit and loss:	Year ended March 31, 2024	Year ended March 31, 2023
Tax expense:		
a) Current tax	304.55	710.53
c) Deferred tax credit	(27.38)	(27.79)
Income tax expense reported in the Statement of Profit and Loss	277.17	682.74

Reconciliation of tax expense and the accounting profit multiplied by Company's domestic tax rate for March 31, 2024 and March 31, 2023

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Accounting profit before tax	8,185.13	9,324.78
At Company's statutory income tax rate of 25.168% (March 31, 2023: 25.168%)	2,060.03	2,346.87
Tax impact on permanent difference on dividend income*	(1,797.91)	(1,665.05)
Corporate social responsibility	14.28	3.81
Others	0.77	(2.89)
At the effective income tax rate	277.17	682.74

Income tax recognized in other comprehensive income

Deferred tax related to items recognized in OCI during the year:	Year ended March 31, 2024	Year ended March 31, 2023
Net loss/(gain) on remeasurements of defined benefit plans	4.50	10.17
Net amount charged to OCI	4.50	10.17

*During the year the Company has received the dividend of ₹ 7,143.62 (March 31, 2023 ₹ 6,615.74) from its subsidiaries, which the Company has set aside for the purpose of distributions of dividend to the shareholders of the company. Accordingly, the Company is eligible for the deduction as prescribed under Section 80M of The Income Tax Act, 1961.

The Company does not have any transactions that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

Note 31 : Employee benefit plans

1) Defined contribution plans

The Company makes contribution towards Employees Provident Fund and Employee's State Insurance scheme. Under the rules of these schemes, the Company is required to contribute a specified percentage of payroll costs. The Company during the year recognized the following amounts in the Statement of Profit and Loss under Company's contribution to defined contribution plans.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Employer's contribution to provident fund/ pension fund	128.87	91.08
Employer's contribution to employee state insurance	-	0.02
Total	128.87	91.10

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

The contribution payable to these schemes by the Company are at the rates specified in the rules of the schemes.

2) Defined benefit plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected unit credit method" was carried out, through which the Company is able to determine the present value of obligations. "Projected unit credit method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

i) Gratuity scheme

The Company has defined benefit gratuity plan. Gratuity is calculated as 15 days salary for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination/ resignation. The benefit vests on completing 5 years of service by the employee. The Company makes provision of such gratuity liability in the books of account on the basis of actuarial valuation as per projected unit credit method.

- a) The following tables summarize the components of net benefit expense recognized in the Statement of Profit and Loss and amounts recognized in the Balance Sheet for the defined benefit plan (viz. gratuity). These have been provided on accrual basis, based on year end actuarial valuation.

Particulars	As at March 31, 2024	As at March 31, 2023
Change in benefit obligation		
1) Opening defined benefit obligation	178.18	151.65
2) Acquisition/(transfer) adjustment	-	5.91
3) Add: Interest cost	13.17	10.41
4) Add: Current service cost	66.47	46.79
5) Add: Past Service cost	-	-
6) Less: Benefits paid	(34.60)	(76.99)
7) Add: Actuarial loss	17.86	40.41
Present value of obligation as at the end of the year	241.08	178.18

- b) The following tables summarise the net benefit expense recognized in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Service cost	66.47	46.79
Interest cost	13.17	10.41
Components of defined benefit costs recognized in statement of profit and loss	79.64	57.20
Actuarial losses on defined benefit plans	17.86	40.41
Components of defined benefit costs recognized in other comprehensive income	17.86	40.41
Total	97.50	97.61

- c) Bifurcation of actuarial loss on gratuity:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Remeasurement due to:		
Effect of change in financial assumptions	(13.48)	(2.86)
Effect of experience adjustment	(4.38)	(37.55)
Total amount recognized in other comprehensive income	(17.86)	(40.41)

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

d) Principal actuarial assumptions at the Balance Sheet date are as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Economic assumptions		
1) Discount rate	7.23%	7.38%
2) Future salary growth rate	5.50%	5.50%
Demographic assumptions		
1) Retirement age	58 years	58 years
2) Mortality rate	Indian Assured Lives Mortality (2012-14) (modified) ultimate	Indian Assured Lives Mortality (2012-14) (modified) ultimate
3) Employee turnover / attrition rate		
Ages up to 30	3.00%	3.00%
Ages from 31-44	2.00%	2.00%
Above 44	1.00%	1.00%

e) Net liabilities recognized in the Balance Sheet for benefit obligation

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of obligation	241.08	178.18
Net liability	241.08	178.18

f) A quantitative sensitivity analysis for significant assumption as is as shown below:

	Year ended March 31, 2024	Year ended March 31, 2023
	Impact on liability	
A. Discount rate		
0.5% increase in discount rate	(11.63)	(9.06)
0.5% decrease in discount rate	12.54	9.79
B. Salary escalation rate		
0.5% increase in salary escalation rate	11.15	8.97
0.5% decrease in salary escalation rate	(10.91)	(8.65)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Sensitivities due to morality and withdrawals are not expected to be significant.

g) Description of Risk Exposures:

Salary increase	Actual salary increase will increase the defined benefit liability. Increase in salary increase rate assumption in future valuations also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the liability.
Mortality and disability	Actual details and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact defined benefit liability.

h) The weighted average duration of the defined obligation as at March 31, 2024 on an average is 16.15 years (March 31, 2023: 15.83 years)

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

- i) Maturity profile of defined benefit obligation is as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
1 year	5.67	6.46
2 to 6 years	62.68	40.26
More than 6 years	172.73	131.46

- j) The estimates of future salary increases considered in actuarial valuation take account of factors, such as supply and demand in the employment market.
- k) The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Note 32 : Related party disclosures

a) List of related parties

- i) Parties where control exists:

Name of related party	Nature of relationship
Technocian Fashions Private Limited	Subsidiary company
DBS Lifestyle India Private Limited**	
DIZBI Private Limited	Wholly Owned Subsidiary
Norlanka Manufacturing India Private Limited	
PDS Brands Private Limited	
Multinational Textile Group Limited	
Casa Forma Limited	
PDS Sourcing Limited	
PDS Asia Star Corporation Limited	
Simple Approach Limited	
Simple Approach Home Limited***	
Moda & Beyond Limited (Formerly Moda and Beyond Limited)***	
Wonderwall (F.E) Limited (HK)***	Step Down Subsidiary Companies
Wonderwall (F.E) Limited***	
Simple Approach Bangladesh Private Limited**	Step Down Subsidiary Companies
Zamira Fashion Limited Zhongshan	
PG Group Limited	Step Down Subsidiary Companies
Techno Design HK Limited	
Norwest Industries Limited	Step Down Subsidiary Companies
Poeticgem International Limited	
PDS Sourcing Bangladesh Limited (Formerly known as Multinational OSG Services Bangladesh Private Limited)	Step Down Subsidiary Companies
PDS Smart Fabric Tech Limited (Formerly known as Funky Brands Company Limited and Full House Manufacturing Limited)	
Techno Design GmbH	Step Down Subsidiary Companies
Poetic Brands Limited	
Poeticgem Limited	Step Down Subsidiary Companies
PDS Trading (Shanghai) Co. Limited	
Simple Approach (Canada) Limited	Step Down Subsidiary Companies
PDS Brands Manufacturing Limited	
PG Home Group Limited	Step Down Subsidiary Companies
PG Shanghai Manufacturer Co. Limited	
360 Notch Limited	Step Down Subsidiary Companies
PDS Fashions Bangladesh Limited***	
Design Arc Europe SPA	Step Down Subsidiary Companies
Sourcing Solutions Limited	
Krayons Sourcing Limited	Step Down Subsidiary Companies

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Nature of relationship
Design Arc Asia Limited	
Nor Lanka Manufacturing Ltd	
Design Arc Europe Limited	
Kleider Sourcing Hong Kong Limited	
Kleider Sourcing Limited	
Rising Asia Star Hong Kong Co., Limited	
PDS Tailoring Limited	
Spring Near East Manufacturing Co. Limited	
Clover Collections Limited	
PG Group SPA**	
PG Home Group SPA	
Nor Lanka Manufacturing Colombo Limited	
Brand Collective Limited	
PDS Fashion USA Limited	
PDS Ventures Limited	
Progress Manufacturing Group Limited	
Progress Apparels (Bangladesh) Limited	
GoodEarth Lifestyle Limited (Formerly Green Apparel Industries Ltd)	
Grupo Sourcing Limited	
JJ Star Industrial Limited	
Twins Asia Limited	
Nor Lanka Progress Pvt Ltd	
Blueprint Design Limited	
Design Arc UK Limited	
Grupo Sourcing Limited, Bangladesh	
Fareast Vogue Limited	
PDS Far-east Limited	
Kindred Brands Limited	
Styleberry Limited	Step Down Subsidiary Companies
PDS Global Procurement Service FZCO**	
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	
Zamira Fashion Limited	
PDS Far East USA, Inc.	
PDS Ventures Limited (Formerly Smart Notch Industrial Limited)	
Apex Black Limited	
Casa Collective Limited	
Smart Notch (Shanghai) Limited	
Jcraft Array Limited	
TECHNO SOURCING DIŞ TİCARET ANONİM ŞİRKETİ***	
Upcycle labs Limited	
Kindred Fashion Limited	
Recovered Clothing Limited	
PDS Fashions Limited	
Design Arc FZCO	
Spring Near East FZCO	
Kleider Sourcing FZCO	
Twins Asia FZCO	
Techno Sourcing BD Limited	
Clover Collections FZCO	
PG Capital FZE	
PDS Manufacturing Limited	
Poeticgem International FZCO	
PDS Multinational FZCO	
Spring Design London Limited	
LillyandSid Limited	
Brand Collective Corporation Limited	

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for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Nature of relationship
S.O.T. Garments India Private Limited	
Pangram Brands Global Private Limited***	
Suri Overseas Private Limited**	
S.Oliver Fashion India Private Limited**	
Sunny Up Limited**	
Techno Design USA LLC	
Techno (Shanghai) Trading Co., Limited***	
Lily And Lionel London Limited**	
Design Arc Brands Limited**	
PDS Collective Sourcing Limited (Formerly Casa Collective Sourcing Limited)**	
PDS Incubation Company Limited (Formerly PDS Sourcing Hong Kong Limited)**	
PDS Fashions Hong Kong Limited**	
New Lobster Limited***	
PDS Design Services Limited**	
PDS Lifestyle Limited**	
SKOPE Apparels FZCO**	
Infinity Fashion FZCO**	
PDS Logistics FZCO**	
PDS Lifestyle Limited UK***	Step Down Subsidiary Comapnies
PDS Sourcing FZCO**	
PDS Brands Manufacturing FZCO**	
PDS DSGN FZCO (Formerly PDS Lifestyle FZCO)***	
Moda and Beyond FZCO (Formerly PDS Design Services FZCO)	
Design Hub Sourcing FZCO***	
PDS Radius Brands FZCO***	
The Source Fashions Platform FZCO***	
Collaborative Sourcing Services FZCO**	
Nodes Studio LDA***	
Progressive Crusade Unipessoal LDA***	
Home Sourcing Solutions Limited***	
Vivere London Limited***	
Sourcing Solutions Europe BVBA	
The Brand Group Limited***	
INFINITY FASHION TEDARIK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as GEORGE TEDARIK HİZMETLERİ ANONİM ŞİRKETİ)***	
Collective Near East Sourcing Services FZCO***	
DH Sourcing Limited***	

ii) Other related party where transactions have taken place:

Name of related party	Nature of relationship
Digital Ecom Techno Private Limited	Joint venture
GWD Enterprise Limited	Associate

iii) Controlled trust

Name of related party	Nature of relationship
PDS Multinational Fashions ESOP Trust	Controlled trust

iv) Key managerial personnel

Name of related party	Nature of relationship
Mrs. Payal Seth (Non Executive Director)^	
Mr. Deepak Seth (Non Executive Director)	
Mr. Pallak Seth (Executive Director)##	Key managerial personnel
Mr. Parth Gandhi (Non Executive-Non Independent Director)	
Mrs. Yael Gairola (Non Executive - Non Independent Director)	

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Nature of relationship
Mr. Sanjay Jain (Chief Executive Officer)	
Mr. Rahul Ahuja (Chief Financial Officer)#	
Mr. Ashish Gupta (Chief Financial Officer)#	
Mr. Abhishekh Kanoi (Head of Legal & Company Secretary)	

b) Transactions with related parties

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2024	Year ended March 31, 2023
Multinational Textiles Group Limited	Wholly owned subsidiary company	Corporate & sourcing support services	9,068.98	6,482.19
		Dividend from subsidiaries	7,066.95	6,511.20
PDS Global Procurement Services FZCO	Step down Subsidiary company	Corporate & sourcing support services	260.26	-
Brand Collective Limited	Step down Subsidiary company	Corporate & sourcing support services	13.30	-
PDS Multinational FZCO	Step down Subsidiary company	Corporate & sourcing support services	137.58	-
PDS Asia Star Corporation Limited	Step down Subsidiary company	Corporate & sourcing support services	178.95	-
Poeticgem International Limited	Step down subsidiary company	Corporate & sourcing support services	-	114.70
GWD Enterprise Limited	Associate	Corporate & sourcing support services	359.36	-
Design Arc Asia Limited	Step down Subsidiary company	Corporate & sourcing support services	-	508.20
Technocian Fashions Private Limited	Subsidiary company	Rental income	175.97	114.70
		Security deposit	-	16.40
		Dividend from subsidiaries	76.67	103.17
Digital Ecom Techno Private Limited	Joint venture	Rental income	0.12	0.12
DIZBI Private Limited	Wholly owned subsidiary company	Purchase of Software and Intangible Assets	-	351.68
		Interest Income	-	4.27
		Purchase of preference shares	740.00	-
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Purchase of preference shares	740.00	-
Norlanka Brands Private Limited	Step down subsidiary company	Rental Income	3.10	15.20
Norlanka Manufacturing Limited	Step down Subsidiary company	Purchase of stock-in-trade	4,349.39	-
Twins Asia Limited	Step down Subsidiary company	Purchase of stock-in-trade	16,862.59	3,949.91
Spring Near East FZCO	Step down Subsidiary company	Purchase of stock-in-trade	597.29	-
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	Step down subsidiary company	Purchase of stock-in-trade	98.28	14.70
Krayon Sourcing Limited	Step down subsidiary company		35.93	72.25
Styleberry Limited	Step down subsidiary company		-	41.70
Spring Near East Manufacturing Company Limited	Step down Subsidiary company	Commission and brokerage	91.90	132.10
Design Arc UK Limited	Step down Subsidiary company		1,105.66	796.60

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(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2024	Year ended March 31, 2023
Twins Asia Limited	Step down Subsidiary company		1,258.06	561.01
Design Arc Asia Limited	Step down Subsidiary company		45.20	-
Jcraft Array Limited	Step down subsidiary company		18.58	41.28
PDS Fashion Limited	Step down Subsidiary company		1,531.68	285.30
DBS Lifestyle Private Limited	Subsidiary Companies	Commission and brokerage Sampling expenses	57.73 77.53	- -
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Rental income	-	2.00
Mr. Sanjay Jain	Key managerial personnel	Salary*	879.78	699.78
Mr. Ashish Gupta	Key managerial personnel	Salary	114.14	166.74
Mr. Rahul Ahuja	Key managerial personnel	Salary	201.47	81.65
Mr. Abhishekh Kanoi	Key managerial personnel	Salary	109.66	98.28
Mr. Ashok Kumar Chhabra	Key managerial personnel	Employee stock compensation expense	-	13.08
Mr. Sanjay Jain	Key managerial personnel		-	466.21
Mr. Rahul Ahuja	Key managerial personnel		140.05	28.16
Mr. Ashish Gupta	Key managerial personnel		-	40.52
Mr. Abhishekh Kanoi	Key managerial personnel		23.20	68.45
Mr. Ashok Kumar Sanghi	Key managerial personnel		-	26.38
Mr. Parth Gandhi	Key managerial personnel		40.17	90.27

c) Year end payable balances of related parties

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2024	As at March 31, 2023
Multinational Textile Group Limited	Wholly owned subsidiary company	Revenue received in advance	-	3,270.98
Technocian Fashions Private Limited	Subsidiary company	Security deposit	42.27	42.27
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	Step down subsidiary company	Trade payable	27.41	27.41
Nor Lanka Manufacturing Limited	Step down subsidiary company	Trade payable	1,208.04	-
Twins Asia Limited	Step down subsidiary company	Trade payable	10,646.29	1,683.66
Spring Near East FZCO	Step down subsidiary company	Trade payable	314.57	-
Krayon Sourcing Limited	Step down subsidiary company	Due to Related Parties	209.11	169.41
Styleberry Limited	Step down subsidiary company	Due to Related Parties	85.13	85.62

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2024	As at March 31, 2023
Twins Asia Limited	Step down subsidiary company	Due to Related Parties	-	107.38
Jcraft Array Limited	Step down subsidiary company	Due to Related Parties	107.15	86.49
Spring Near East Manufacturing Company Limited	Step down subsidiary company	Due to Related Parties	23.47	14.24
PDS Fashion Limited	Step down subsidiary company	Due to Related Parties	494.79	3.14
Design Arc UK	Step down subsidiary company	Due to Related Parties	622.74	132.50
Design Arc Asia Limited	Step down subsidiary company	Due to Related Parties	87.04	-
DBS Lifestyle India Private Limited	Subsidiary company	Due to Related Parties	135.26	-
Mr. Abhishekh Kanoi	Key managerial personnel	Salary payable	4.77	4.70
Mr. Rahul Ahuja	Key managerial personnel	Salary payable	8.18	6.28
Mr. Ashish Gupta	Key managerial personnel	Salary payable	-	6.72
Mr. Sanjay Jain	Key managerial personnel	Salary payable	16.01	19.48

d) Year end receivable balances of related parties

Name of Related Party	Relationship	Nature of transaction	As at March 31, 2024	As at March 31, 2023
Technocian Fashions Private Limited	Subsidiary company	Trade receivable	1.30	1.29
Digital Ecom Techno Private Limited	Joint venture	Trade receivable	0.27	4.92
Multinational Textile Group Limited	Wholly owned subsidiary company	Trade receivable	670.61	-
PDS Global Procurement Services FZCO	Step down subsidiary company	Trade receivable	260.26	-
PDS Multinational FZCO	Step down subsidiary company	Trade receivable	137.58	-
PDS Asia Star Corporation Limited	Step down subsidiary company	Trade receivable	17.95	-
Brand Collective Limited	Step down subsidiary company	Trade receivable	7.55	-
Design Arc Asia Limited	Step down subsidiary company	Trade receivable	-	17.76
Multinational Textile Group Limited	Wholly owned subsidiary company	Unbilled revenue	-	231.39
Poeticgem International Limited	Step down subsidiary company	Due from related Parties	1.29	-
PDS Brands Private Limited	Wholly owned subsidiary company	Due from related Parties	113.30	-
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Due from related Parties	3.10	-
DIZBI Private Limited	Wholly owned subsidiary company	Due from related Parties	-	28.42
Mr. Ashish Gupta	Key managerial personnel	Advance	-	37.50
Mr. Abhishekh Kanoi	Key managerial personnel	Advance	-	17.50

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

e) Investment in shares held

Name of Related Party	Relationship	Nature of transaction	As at	As at
			March 31, 2024	March 31, 2023
Multinational Textile Group Limited	Wholly owned subsidiary company	Investment	10,050.25	10,050.25
DBS Lifestyle Private Limited	Subsidiary company	Investment	2,100.00	2,100.00
Technocian Fashions Private Limited	Subsidiary company	Investment	2.75	2.75
DIZBI Private Limited	Wholly owned subsidiary company	Investment	1.00	1.00
PDS Brands Private Limited	Wholly owned subsidiary company	Investment	1.00	1.00
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Investment	785.97	45.97

f) Key management personnel compensation*

Particulars	Year ended	Year ended
	March 31, 2024	March 31, 2023
Short-term employee benefits	1,305.06	1,046.46
Stock option/phantom option expenses	203.42	733.07

** Acquired/incorporated during the year ended March 31, 2023.

*** Acquired/incorporated during the year ended March 31, 2024.

^ Mrs. Payal Seth is the largest shareholder.

Mr. Rahul Ahuja was appointed as a Chief Financial Officer and Whole Time Key Managerial Personnel of the Company w.e.f. January 25, 2023 at the Board Meeting held on January 24, 2023. Mr. Ashish Gupta has resigned as Chief Financial Officer of the Company w.e.f. close of business hours of January 24, 2023.

The Board of Directors of the Company has appointed Mr. Pallak Seth as Executive Vice Chairman and Director (Executive Director) is for a period of 5 years with effect from November 2, 2022 to November 1, 2027.

for post-employment defined benefits, the same is done by actuary considering all employees of the Company and hence split is not available.

g) Other transaction

The Company has taken an secured loan from bank guaranteed by stand by documentary credit limit of its step down subsidiary namely Norwest Industries Limited - Hong Kong with HSBC Bank.

h) Terms and conditions of transactions with related parties: All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions.

i) In respect of figures disclosed above:

- the amount of transactions/ balances are without giving effect to the Ind AS adjustments on account of fair valuation/ amortization.
- Remuneration and outstanding balances of KMP does not include long term benefits by way of gratuity and compensated absences, which are currently not payable and are provided on the basis of actuarial valuation by the Company.

j) There are no reportable transactions/balances as required under Regulation 34(3) of SEBI (Listing and Other Disclosure requirements) Regulations, 2015..

Note 33: Capital management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to our shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

The Company's capital and adjusted net debt position is given below:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Borrowings (refer note 16)	6,265.18	1,097.34
Less: Cash and cash equivalents (refer note 11)	(5,296.90)	(5,961.67)
Less: Bank balances other than cash and cash equivalents (refer note 12)	(7,216.15)	(3,301.15)
Adjusted net debt (A)	(6,247.87)	(8,165.48)
Equity share capital (refer note 14)	2,634.73	2,615.91
Other equity (refer note 15)	23,912.70	19,001.86
Total capital (B)	26,547.43	21,617.77
Capital and net debt(A+B)	20,299.56	13,452.29

- a) No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.
- b) For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the Company.

Note 34 : Fair value disclosure

a) The carrying amounts of financial assets by categories is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Financial assets measured at cost		
Investment in subsidiaries	16,449.59	15,118.74
Total (A)	16,449.59	15,118.74
Financial assets measured at amortized cost		
Trade receivables	14,139.68	10,598.60
Cash and cash equivalents	5,296.90	5,961.67
Bank balance other than cash and cash equivalents	7,216.15	3,301.15
Other financial assets	615.30	350.14
Total (B)	27,268.03	20,211.56
Financial assets measured at fair value through profit and loss		
Investments	1,814.40	1,079.56
Total (C)	1,814.40	1,079.56
Total (A+B+C)	45,532.02	36,409.86

b) The carrying amounts of financial liabilities by categories is as follows:

Particulars	Carrying values	
	As at March 31, 2024	As at March 31, 2023
Financial liabilities measured at amortized cost		
Borrowings	6,265.18	1,097.34
Trade payables	13,548.08	12,682.91
Lease liability	239.74	379.70
Other financial liabilities	2,517.82	1,384.24
Total (A)	22,570.82	15,544.19
Financial liabilities measured at fair value through profit and loss		
Share based payment liability	659.50	386.71
Total (B)	659.50	386.71
Total (A+B)	23,230.32	15,930.90

The fair value of trade receivables, cash and bank balances, other financial assets, borrowings, lease liabilities, trade payables and other financial liabilities are considered to be equal to the carrying amount of these items due to their short term nature.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 35 : Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

The fair value hierarchy of financial assets and financial liabilities as at March 31, 2024 is as follows

Particulars	As at March 31, 2024	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Investments	1,814.40	-	1,253.57	560.83
Total	1,814.40	-	1,253.57	560.83
Financial liabilities measured at fair value through profit and loss				
Share based payment liability	659.50	-	659.50	-
Total	659.50	-	659.50	-

The fair value hierarchy of financial assets and financial liabilities as at March 31, 2023 is as follows

Particulars	As at March 31, 2023	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Investments	1,079.56	-	1,022.56	57.00
Total	1,079.56	-	1,022.56	57.00
Financial liabilities measured at fair value through profit and loss				
Share based payment liability	386.71	-	386.71	-
Total	386.71	-	386.71	-

The movements in fair value measurements within level 3 during the year are as follows:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
At the beginning of the year	57.00	57.00
Addition	503.83	-
At the end of the year	560.83	57.00

There have been no transfer between level 1, level 2 and level 3 category during the year ended March 31, 2024 and March 31, 2023.

i) Valuation technique used to determine fair value:

Investment in Parc design investment limited: The investment (19%) has been valued at fair value based on exit price as per Ind AS 113, being determined based on a firm commitment by a buyer, secured by an agreement.

Investment in Waterbridge Ventures II (Trust): The investment has been valued at net assets value (NAV) obtained from the the trust as at the reporting date.

Investment in Fireside Ventures Investment Fund III ("Fund"): The investment has been valued at NAV obtained from the the fund as at the reporting date.

Investment in preference shares of Norlanka Manufacturing India Private Limited: The investment has been determined by an external independent registered valuer as at the reporting date.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Investment in preference shares of Norlanka Manufacturing India Private Limited: The investment has been determined by an external independent registered valuer as at the reporting date.

Particulars	Level	Valuation technique	Unobservable input	Relationship of unobservable input to fair value
Financial assets at fair value through statement of profit and loss	Level 3	Market approach	Enterprise-value- to-revenue multiple ("EV/Revenue")	Increase/decrease in EV/ Revenue would result in increase/ decrease in fair value
	Level 3	Income approach	Discount rate	Increase/decrease in discount rate would result in decrease/ increase in fair value
	Level 2	Recent transaction approach	Value of recent transaction with unrelated party	Valuation is dependant on the most recent transaction/ round of investment that was carried out with an unrelated party.

Share based payment liability: The fair value of share based payment liability (Cash settled options) is determined using underlying value of the equity shares of the company.

Note 36: Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade and other payables, security deposit received, interest accrued, employees payable, dues to related party, share based payment liability, interest accrued but not due on borrowings and unclaimed dividend. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations.

The Company's principal financial assets includes investment in subsidiaries, security deposits, dues from related party, trade receivables, cash and cash equivalents, interest accrued but not due on fixed deposits and other bank balances.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior level personnel oversees the management of these risks.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk applicable in case of the Company primarily includes interest rate risk and currency risk.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's interest bearing debt obligations

Particulars	As at March 31, 2024	As at March 31, 2023
Variable rate borrowings	1,298.89	1,092.56
Fixed rate borrowings	4,966.29	4.78
	6,265.18	1,097.34

Particulars	Increase or decrease in basis points	Effect on equity	Effect on profit before tax
March 31, 2024			
INR	+50	-4.86	(6.49)
	-50	4.86	6.49
March 31, 2023			
INR	+50	-4.09	(5.46)
	-50	4.09	5.46

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

ii) Foreign currency risk

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

Particulars	Currency	As at	As at
		March 31, 2024	March 31, 2023
Trade receivable	USD	10,374.16	8,097.82
Trade receivable	GBP	288.38	582.39
Cash and cash equivalents	USD	4,228.86	4,647.94
Cash and cash equivalents	GBP	93.75	484.16
Borrowings	USD	(833.38)	-
Unbilled revenue	USD	-	231.39
Due to related parties	USD	(978.77)	(937.78)
Due to related parties	GBP	(562.86)	-
Trade payable	USD	(11,854.33)	(8,205.89)
Trade payable	GBP	(314.57)	(673.56)
Net exposure		441.24	4,226.47

Sensitivity

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rate, with all other variables held constant.

Particulars	Change in FC exchange rate by	Impact on profit or loss			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		Year ended	Year ended	Year ended	Year ended
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
USD Sensitivity	5%	46.83	191.67	(46.83)	(191.67)
GBP Sensitivity	5%	(24.76)	19.65	24.76	(19.65)

Particulars	Change in FC exchange rate by	Impact on equity			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		Year ended	Year ended	Year ended	Year ended
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
USD Sensitivity	5%	35.04	143.43	(35.04)	(143.43)
GBP Sensitivity	5%	(18.53)	14.70	18.53	(14.70)

B. Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in finance loss to the Company. The Company continuously monitors defaults of customers and other counterparties and incorporate this information into its credit risk control. The Company also uses expected credit loss model to assess the impairment loss in trade receivables and makes an allowance of doubtful trade receivables using this model.

i) Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating. Outstanding customer receivables are regularly monitored. The Company limits its exposure to credit risk from trade receivables by establishing a appropriate credit period for customer. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision created.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Less than 30 days	30 to 90 days	More than 90 days	Total
Trade receivables as of March 31, 2024	10,547.39	1,821.81	1,770.48	14,139.68
Trade receivables as of March 31, 2023	9,465.10	250.50	883.00	10,598.60

Receivables that were neither past due nor impaired relate to a number of customers for whom there was no recent history of default.

The total allowance for expected credit loss amounting to Nil (March 31, 2023: Nil) on trade receivables.

ii) Other financial assets

For cash & cash equivalents and other bank balances - Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low. For security deposits - Credit risk is considered low because the Company is in possession of the underlying asset.

C. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, maintain optimum levels of liquidity to meet its cash and collateral requirements. It maintains adequate sources of financing including loans from banks at an optimized cost.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

As at March 31, 2024	Less than 12 months	1 to 5 years	> 5 years	Total
Borrowings [^]	1,715.55	3,333.33	1,250.00	6,298.88
Trade payables	13,548.08	-	-	13,548.08
Lease liability	107.55	243.43	-	350.98
Other financial liabilities*	3,177.32	-	-	3,177.32
Total	18,548.50	3,576.76	1,250.00	23,375.26

As at March 31, 2023	Less than 12 months	1 to 5 years	> 5 years	Total
Borrowings [^]	1,097.34	-	-	1,097.34
Trade payables	12,682.91	-	-	12,682.91
Lease liability	191.48	318.20	-	509.68
Other financial liabilities*	1,813.83	-	-	1,813.83
Total	15,785.56	318.20	-	16,103.76

* Other financial liabilities include undiscounted security deposit value.

[^] Borrowings include actual amount payable in respect of term loan which is inclusive of processing fees.

Note 37 : Segment reporting

As permitted by paragraph 4 of Ind AS-108, 'Operating Segments', if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need to be presented only on the basis of the consolidated financial statements. Thus, disclosures required by Ind AS-108 are given in consolidated financial statements.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 38: Revenue from contracts with customers

(i) Disaggregated revenue information

In the following table, revenue is disaggregated by major products/service lines and timing of revenue recognition:

Particulars	Timing of revenue recognition	Year ended March 31, 2024	Year ended March 31, 2023
Sale of services	Over time	10,376.10	7,964.70
Sale of goods	At point in time	52,165.87	38,321.05
Total		62,541.97	46,285.75

(ii) Contract balances

Assets and liabilities related to contracts with customers:

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables (refer note 10)	14,139.68	10,598.60
Contract asset - unbilled revenue (refer note 8)	-	231.39
Contract liability - advance from customer (refer note 20)	-	3,270.98

Trade receivables are non-interest bearing and are generally on terms of 90 to 135 days.

Particulars	As at March 31, 2024	As at March 31, 2023
Contract assets at the beginning of the year	231.39	33.86
Revenue billed/ accrued during the year	(231.39)	197.53
Contract assets at the end of the year	-	231.39
Contract liabilities at the beginning of the year	3,270.98	1,144.57
Advance received/ (adjusted) from customers during the year, net	(3,270.98)	2,126.41
Contract liabilities at the end of the year	-	3,270.98

Reconciling the amount of revenue recognized in the statement of profit and loss with the contracted price

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue as per contract	62,541.97	46,285.75
Revenue from contract with customers	62,541.97	46,285.75

Note 39: Leases

a) As a lessee

Assets taken on lease

The Company has taken leases for office building. The lease rent paid for short term lease is recognized as an expense in Statement of Profit and Loss during the year ended March 31, 2024.

As lessee

i) Set out below are the carrying amounts of right-of-use assets recognized and the movements during the period:

Particulars	Office premises	Total
As at April 1, 2023	353.06	353.06
Addition During the year	-	-
Depreciation expenses	(140.51)	(140.51)
As at March 31, 2024	212.55	212.55

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

- ii) Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	Office premises	Total
As at April 1, 2023	379.70	379.70
Addition during the year	-	-
Accretion of interest	28.49	28.49
Payment	(168.45)	(168.45)
As at March 31, 2024	239.74	239.74

- iii) Maturity analysis of lease liabilities

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Not later than one year	107.55	191.48
Later than one year	243.43	318.20
Total	350.98	509.68

- iv) Amount recognised in Statement of Profit and Loss

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on right of use assets	140.51	118.72
Interest on lease liabilities	28.49	32.31
Expenses relating to short term leases	10.18	0.37

b) As a lessor

The Company has entered into operating leases on its investment property located at Gurugram. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Refer note 5 for rental income and future minimum rentals receivable under non-cancellable operating leases as at March 31, 2024 and March 31, 2023.

Note 40 : Commitments and Contingencies

a) Commitments

- (i) Capital commitment:

Particulars	As at March 31, 2024	As at March 31, 2023
Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	-

- (ii) Other commitment:

- a) The Company has entered into a Capital commitment agreement where contribution has to be made to Fireside Ventures Advisory LLP (Investment Manager of Fireside Ventures Investment Fund III (Fund)) and Orbis trusteeship Services Private Limited (Trustee Company of the Fund) in which the contributor has committed ₹ 700.00 which will be paid as per the terms of agreement. During the year, 20% (March 31, 2023 - 10%) of the amount i.e. ₹ 140.00 (March 31, 2023- 70.00) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2024 is ₹ 210.00.
- b) The Company has entered into a Capital commitment agreement where contribution has to be made to Waterbridge Capital Management LLP (Investment Manager of WaterBridge Ventures II Trust (Fund)) and Vistra ITCL (India) Limited (Trustee Company of the Fund) in which the contributor has committed ₹ 1000.00 which will be paid as per the terms of agreement. During the year, 7.50% (March 31, 2023 - 10%) of the amount i.e. ₹ 75.00 (March 31, 2023 - 100) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2024 is ₹ 675.00.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

b) Contingent Liabilities (to the extent not provided for)

Particulars	As at March 31, 2024	As at March 31, 2023
Claims against company not acknowledged as debt:		
- On account of stamp duty on demerger	148.20	148.20
	148.20	148.20

- the Company has been a filed writ petition before the Hon'ble High Court of Delhi (PDS Multinational Fashions Limited Vs. Collector of Stamp, Civil Writ Petition being W. P. (C) No. 7509 of 2015) for quashing the orders dated June 19, 2015 and July 9, 2015 passed by the Collector of Stamps and saddled with a liability of ₹ 148.20 based on the misrepresentation and misreading of the judgement passed by the Hon'ble High Court of Delhi in Delhi Towers vs. GNCT of Delhi 1(2010) 159 comp. cases 129 (Delhi).
 - Pending resolution of the respective proceedings, it is difficult to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decisions pending with various forums/authorities. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Group does not expect any reimbursements in respect of the above contingent liabilities.
 - The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Company does not expect any reimbursements in respect of the above contingent liabilities.
- c) The Hon'ble Supreme Court of India has passed a judgement relating to definition of wages under the Provident Fund Act, 1952 on February 28, 2019. However, considering that there are numerous interpretative issues related to the judgement and in the absence of reliable measurement of the provision for the earlier period, the Company has made provision for provident fund contribution from the date of order. The Company will evaluate its position and update provision, if required, after receiving further clarity in this regard.

Note 41: Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	As at March 31, 2024	As at March 31, 2023
a) Investments in subsidiaries		
- Investment in wholly owned subsidiary : Multinational Textile Group Limited	10,050.25	10,050.25
- Investment in subsidiary : Technocian Fashions Private Limited	2.75	2.75
- Investment in wholly owned subsidiary : DIZBI Private Limited	1.00	1.00
- Investment in wholly owned subsidiary : PDS Brand Private Limited	1.00	1.00
- Investment in wholly owned subsidiary : Norlanka Manufacturing India Private Limited	45.97	45.97
- Investment in subsidiary : DBS Lifestyle Private Limited	2,100.00	2,100.00

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 42: Corporate Social Responsibility The Company has spent an amount of ₹56.72 (March 31, 2023: ₹15.16) during the year as required under Section 135 of the Companies Act, 2013 in the areas of education, healthcare, woman empowerment and environment. The amount was spent by way of contribution to Soham Foundation for the purpose of educating children of ₹56.72

Details of CSR expenditure:

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Gross amount required to be spent by the Company as per section 135 of the Companies Act, 2013	30.43	15.16
(b) Amount spent during the year		
i) Construction/acquisition of any assets	-	-
ii) On purpose other than (i) above	56.72	15.16
(c) Shortfall at the end of the year	-	-
(d) Total of previous year shortfall	-	-

Note 43: Employee Share Based Payments

As at March 31, 2024 the Company has the following share-based payments arrangements :

A. Employee Stock Option Plan 2021 - Plan A and Plan B

i) Brief description of the share based payment arrangement

On April 3, 2021 the company established the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A ('Plan A') which entitles key managerial personnel and senior employees to purchase shares of the Company. On July 27, 2021, the company established the PDS Multinational Fashions Limited Employee stock option plan 2021 – Plan B ('Plan B') through Direct and through Trust route for other KMP and senior employees. The plans are designed to provide incentives to the employees of the company to deliver long-term returns. The Plans are administered by the Nomination and Remuneration committee. During the year ended 31 March 2024, the company has granted 55,000 (31 March 2023 - 4,70,000) equity settled stock options (ESOPs) under these plans. Vesting of the options would be subject to continuous employment with the company and hence the options would vest with passage of time. In addition to this, the Nomination and remuneration committee may also specify certain performance parameters subject to which the options would vest.

Options granted under the plan didn't carry dividend or voting rights. On exercise, each option is convertible into one equity share. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2023-24	55,000	₹ 300 - ₹ 463.8	1 - 4 years	3 - 4 years post vesting period
	55,000			

Grant date	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2022-23	4,70,000	₹ 240 - ₹ 268	1 - 4 years	3 - 4 years post vesting period
	4,70,000			

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

ii) Summarized information about movement in Plan A and Plan B

Particulars	March 31, 2024		March 31, 2023	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	49,60,185	181.69	54,43,660	167.46
Granted during the year	55,000	434.02	4,70,000	255.00
Exercised during the year	(9,84,475)	144.69	(6,94,100)	104.00
Forfeited during the year	(1,36,875)	219.00	(2,59,375)	224.00
Outstanding at the end of the year	38,93,835	193.30	49,60,185	181.69
Exercisable at the end of the year	18,09,168	171.05	17,00,685	139.82

The Company has charged ₹ 412.18 (March 31, 2023: 477.99) to the statement of profit and loss in respect of options granted under Plan A and Plan B.

Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on July 29, 2022, each equity share of face value of ₹ 10/- per share has been subdivided into 5 (five) equity shares of face value of ₹ 2/- per share.

*The number of instruments and the exercise prices are in absolute figures.

iii) Fair Value of the option granted during the year

The Fair value of ESOPs granted under Plan A and Plan B have been measured using the Black-Scholes option-pricing model using the following assumptions, according to their grant dates:

Particulars	March 31, 2024	March 31, 2023
	For option granted	For option granted
Weighted average Grant date fair value, per share (in ₹)	537.26	324.77
Weighted average Exercise price, per share (in ₹)	434.02	255.00
Assumptions used:		
Volatility	37.00% - 41.22%	36.00% - 37.00%
Expected lives (in years)	1.50 - 5.00	1.50 - 5.00
Risk-free interest rate	7.00% - 7.04%	6.89% - 7.19%
Dividend yield rate	0.28% - 0.43%	1.40% - 1.51%

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Grant. The Group believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the ESOP.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of holding Company's share on the date of grant.

B. Cash Settled Share based payment (Phantom Stock Units)

i) Brief description of the share based payment arrangement

On October 22, 2021 the Group established the PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021 ('Phantom stock plan'), which entitles few senior employees of the Group to a cash payment on exercise. During the year ended March 31, 2023 the Group has granted 25,000 Stock Units ('Phantom Stock Units/ PSU') (March 31, 2023 - NIL). These PSU's carry a vesting period of up to 4 years and an exercise period of 4 years from the date of vesting.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

ii) Summarized information about movement in the Phantom stock plan

Particulars	March 31, 2024		March 31, 2023	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	3,87,500	219.00	4,17,500	219.00
Granted during the year	25,000	300.00	-	-
Exercised during the year	(65,625)	219.00	-	-
Cancelled during the year	(56,250)	219.00	(30,000)	219.00
Outstanding at the end of the year	2,90,625	225.97	3,87,500	219.00
Exercisable at the end of the year	1,09,375	219.00	96,875	219.00

The Company has not charged any amount to the statement of profit and loss in respect of PSUs granted under the Phantom Stock Plan.

Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on July 29, 2022, each equity share of face value of ₹ 10/- per share has been subdivided into 5 (five) equity shares of face value of ₹ 2/- per share.

*The number of instruments and the exercise prices are in absolute figures.

iii) Fair Value of the option granted during the year

The Fair value of PSUs have been measured using the Black-Scholes option-pricing model using the following assumptions, according to their grant dates:

Particulars	Measurement date	Measurement date
	March 31, 2024	March 31, 2023
Weighted average grant date fair value, per share (in ₹)	367.90	NA
Weighted average Exercise price, per share (in ₹)	300.00	NA
Assumptions used:		
Expected volatility	41.59%	NA
Expected lives (in years)	2.12 - 5.12	NA
Risk-free interest rate	7.00% - 7.04%	NA
Expected dividend yield	0.34%	NA

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Measurement. The Group believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the PSU is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the PSU.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of Company's share.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

C Share based payment expense recognised in the Statement of Profit and Loss in respect of the above plans is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Share based payment expense	412.18	477.99

D Share based payment reserve and Share based payment liability recognised in the balance sheet in respect of the above plans is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Share based payment liability	659.50	386.71
Share based payment reserve	4,030.22	3,565.19

Note 44: Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	Variation
Current Ratio (in times) [^]	Total current assets	Total current liabilities	1.46	1.09	33.70%
Debt-Equity Ratio (in times)*	Total debt	Shareholder's equity	0.24	0.05	395.27%
Debt Service Coverage Ratio (in times)*	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest payments + Principal repayments	16.35	39.39	-58.50%
Return on Equity Ratio (in %)	"Profit for the year less Preference dividend (if any)"	Average Shareholder's equity	32.84	41.34	-20.57%
Trade Receivables turnover ratio (in times)**	Revenue from operations	Average trade receivables	5.06	6.89	-26.61%
Trade payables turnover ratio (in times)	Purchase of stock in trade	Average trade payables	3.60	4.65	-22.45%
Net capital turnover ratio (in times) [^]	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	7.14	26.01	-72.57%
Net profit ratio (in %) [#]	Profit for the year	Revenue from operations	12.64	18.67	-32.28%
Return on Capital employed (in %)* [#]	Profit before interest and tax	Capital employed = Tangible net worth + Total debt + Deferred Tax liability	27.00	42.00	-37.01%

Reason for variation beyond 25%

[^] Due to increase in current assets on account of receipt of dividend from wholly owned subsidiary for which company created a short term fixed deposit.

* Due to new loan taken during the year.

** Due to increase in overall revenue of the company and increase in balance of trade receivables which are in less than 1 year category.

[#] Due to lower margin in the current year with respect to trading activity.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 45: Additional information, as required under Schedule III to the Companies Act, 2013,

- (a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) The Company does not have any transactions with companies struck off.
- (c) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (d) The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.
- (e) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (f) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 46: Audit trail

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses the accounting software for maintaining its books of account. During the year ended 31 March 2024, the Company had not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes as it would impact database performance significantly. Audit trail (edit log) is enabled at the application level as part of standard framework and the Company's users have access to perform transactions only from the application level..

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 47: The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company regularly updates the documentation for the International transactions entered into with the associated enterprises during the period as required under law. The Management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the standalone financial statements, particularly on the amount of tax expense and that of provision for taxation.

Note 48: No material events have occurred between the balance sheet date to the date of issue of these standalone financial statements that could affect the values stated in the standalone financial statements as at March 31, 2024.

Note 49: Prior year amounts have been regrouped / reclassified wherever necessary, to conform to the presentation in the current year, which are not material.

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Aasheesh Arjun Singh

Partner

Membership Number: 210122

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN : 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN : 00003040

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal

& Company Secretary

Membership No. FCS 9530

Mumbai, India

May 14, 2024

Mumbai, India

May 14, 2024

Independent Auditor's Report

To the Members of PDS Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of PDS Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures, as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, its associates and joint ventures, as at 31 March 2024, their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

1. Impairment assessment of Goodwill

Refer note 3(n) and note 7 to the consolidated financial statements.

The carrying value of goodwill aggregates to ₹10,407.14 lakhs as on 31 March 2024. Such goodwill is tested for impairment annually by the management in accordance with Ind AS 36, Impairment of Assets, by determining the fair value of the cash generating units (CGUs) to which the goodwill is allocated, using discounted cash flow method.

In determining the recoverable amount of CGUs, the management has applied significant judgements and assumptions including projections of future sales, operating and finance

How our audit procedures addressed the Key Audit Matter

Our audit procedures for the impairment assessment of goodwill included, but were not limited to the following -

- Obtained an understanding of the management's process for identification of CGUs and impairment testing of goodwill;
- Evaluated the design and implementation and tested operating effectiveness of key controls with respect to group's process of impairment assessment of goodwill;
- Assessed reasonableness of the future cash flow projections prepared by the management and compared them with past trends;
- Traced the projections used by the management with the approved business plans;
- Obtained management's external valuation specialist's report on determination of recoverable value of CGUs and assessed the competence, capability, and objectivity of the management's expert;

Key audit matter	How our audit procedures addressed the Key Audit Matter
<p>costs, terminal growth rates and the weighted average cost of capital (discount rate).</p> <p>Due to the significance of the carrying amounts of Goodwill and the inherent subjectivity involved in determining the impairment loss, if any, impairment assessment of goodwill has been considered as a Key Audit Matter for the audit of the current year.</p> <p>The auditor of one subsidiary has determined "impairment of investment in subsidiaries" as a Key Audit matter. These investments are eliminated on consolidation in the consolidated financial statement of the Group.</p>	<ul style="list-style-type: none"> • Involved the auditor's expert to assist in examining the Group's valuation models where applicable, and analyzed key assumptions, including long-term growth rates and discount rates considered by the management's expert and compared the assumptions to corroborating information including industry benchmarks and data from historic performances; • Tested the mathematical accuracy of the management's computations; • Performed independent sensitivity analysis on the valuation, resulting from changes to key assumptions applied; • Obtained an understanding from the component auditors to understand the procedures performed by them in respect of impairment of goodwill as part of group audit instructions sent to them; • Assessed the work performed by such other component auditors including discussions with the component auditors to understand their response and findings to the extent applicable; and • Assessed the appropriateness and adequacy of presentation and disclosures in the consolidated financial statements in accordance with the applicable accounting standards.
<p>2. Evaluation of the consolidation process</p> <p>Refer note 2 for basis of consolidation.</p> <p>The Group's consolidation process involves 127 components (including step-down subsidiaries and excluding Joint ventures, Associates and a controlled trust) located across multiple geographies and audited by other auditors. These components comprise significant portions of the Group's assets, liabilities, income and expenses.</p> <p>The process of consolidation involves assessment of control/ significant influence and the corresponding accounting treatment, alignment of generally accepted accounting principles ("GAAP"), elimination of inter-company balances and transactions.</p> <p>Considering the significance of the components, materiality to the financial statements and complexities involved, the consolidation process has been identified as a Key Audit Matter for the audit of the current year.</p>	<p>Our audit procedures for the evaluation of consolidation process included, but were not limited to the following -</p> <ul style="list-style-type: none"> • Obtained an understanding of the management's process of preparation of consolidated financial statements comprising the Holding Company and its components; • Evaluated the design and the implementation and tested the operating effectiveness of key controls with respect to Group's process of consolidation; • Identified and determined the 'significant components' of the Group based on materiality, discussions with the Holding Company management and thereby developed an overall audit plan to perform work around the identified significant components in accordance with the Guidance Note on consolidated financial statements and SA 600 - Using the work of another auditor; • Communicated the group audit instructions to the respective component auditors of identified significant components including and not limited to the materiality, audit risks identified at the Group level and a questionnaire to understand the procedures performed by the component auditors to mitigate those audit risks and their response to the significant transactions and matters identified at the component level; • Assessed the work performed by such other component auditors including discussions with the component auditors to understand their response and findings to the extent applicable; • Obtained the audited financial statements of the components from the management of the Holding Company/Group reporting from the component auditor (where applicable) and traced the information to the consolidation workings provided by management; • Reviewed inter-company eliminations, consolidation adjustments, foreign currency translation adjustments, alignment of Group accounting policies, GAAP conversion adjustments and the resultant tax impacts; and • Assessed the adequacy and appropriateness of disclosures made in accordance with the applicable accounting standards in these consolidated financial statements.

6. In addition to the above key audit matters, we have identified the following matter, reproduced below, as a key audit matter to be communicated in our report, based on the communication received from the component auditor, Falcon Certified Public Accountants Limited of PDS Ventures Limited, a step-down subsidiary of the Holding Company:

Key audit matter	How our audit procedures addressed the Key Audit Matter
<p>A subsidiary of the Company has made investments in various unlisted companies, and these are measured at FVTPL and FVTOCI categorised under Level 3 of the fair value measurement hierarchy, amounting to (HKD 2,551.51 lakhs).</p> <p>During the Fair value estimation of such investments, the management has applied significant judgements and assumptions. The determination of such fair value involves use of several key assumptions, including projections of future sales, operating and finance costs, terminal growth rates and the weighted average cost of capital (discount rate).</p> <p>Due to the significance of the carrying amounts of such instruments and the inherent subjectivity involved in determining the fair value, this matter was considered as a Key Audit Matter for the audit of the current year.</p>	<ul style="list-style-type: none"> Assessed the management process and interviewed the team involved in investment management and its fair valuation at the end of the year. Understood & evaluated the design and key controls with respect to the Company's process of fair valuation of such investments. Assessed the reasonableness of future cash flow projections prepared by managements and evaluated by external valuers and compared with past trend. Reviewed the Company's valuation models and reviewed explanations on the key assumptions including year-on-year growth rates, stage of business, discounts used relevant to that stage of business. Reviewed the risk assessment process implemented by management to evaluate the existence and future prospect of investments. Tested the mathematical accuracy of the external valuer's computations. Evaluated sensitivity analysis performed on the valuation by external valuers, resulting from changes to key assumptions applied; and Assessed the appropriateness and adequacy of presentation and disclosures in accordance with the applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

7. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of

these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associates and joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with Standards on Auditing specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities or business activities within the Group, and its associates and joint ventures, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in

our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

16. We did not audit the financial statements / financial information of 85 subsidiaries, whose financial statements / financial information reflects total assets of ₹ 5,88,638.32 lakhs as at 31 March 2024, total revenues of ₹ 7,42,188.13 lakhs and net cash outflows amounting to ₹ 3,327.03 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of ₹617.86 lakhs for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of 4 associates and 4 joint ventures, whose financial statements / financial information have not been audited by us. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, associates and joint ventures, are based solely on the reports of the other auditors.

Further, of these subsidiaries, associates and joint ventures, 82 subsidiaries, 4 associates and 4 joint ventures are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries, associates and joint ventures located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries, associates and joint ventures located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

17. We did not audit the financial statements/financial information of 9 subsidiaries, whose financial statements / financial information reflects total assets of ₹3,261.37 lakhs as at 31 March 2024, total revenues of ₹2,485.06

lakhs and net cash inflows amounting to ₹245.35 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of ₹Nil for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statements / financial information has not been audited by us. These financial statements/financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiaries and associate, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements/ financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements/financial information certified by the management of the respective entities and provided to us by the Holding Company's management.

Report on Other Legal and Regulatory Requirements

18. As required by Section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 16, on separate financial statements of the subsidiaries, we report that the Holding Company and 9 subsidiaries incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under

Section 197(16) of the Act is not applicable in respect of Holding company and such subsidiaries. Further, we report that the provisions of Section 197 read with Schedule V to the Act are not applicable to 1 joint venture incorporated in India whose financial statements have been audited under the Act, since such company is not a public company as defined under Section 2(71) of the Act.

19. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph 16 above, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies. Further, following are the companies included in the consolidated financial statements for the year ended 31 March 2024 and covered under that Act that are audited by us, for which the respective reports under section 143(11) of the Act of such companies have not yet been issued by us.

S No	Name	CIN	Subsidiary/ Associate/ Joint Venture
1	DBS Lifestyle India Private Limited	U17299DL2021PTC389431	Subsidiary
2	Digital Ecom Techno Private Limited	U52609KA2016PTC094215	Subsidiary
3	Norlanka Manufacturing India Private Limited	U18101KA2020PTC141803	Subsidiary

20. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries and joint venture incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 20(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors of the Holding Company, its subsidiaries and joint venture and taken on record by the Board of Directors of the Holding Company, its subsidiaries and joint venture, respectively, and the reports of the statutory auditors of its subsidiaries, covered under the Act, none of the directors of the Group companies and joint venture company, are disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 20(b) above on reporting under Section 143(3)(b) of the Act and paragraph 20(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries covered under the Act, and the operating effectiveness of such

controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; Further, in our opinion and to the best of our information and according to the explanations given to us, the provisions of Section 143(3)(i) for reporting on the adequacy of internal financial controls with reference to financial statements and the operating effectiveness of such controls of 1 Joint Venture covered under the Act, are not applicable; and

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and joint venture as detailed in note 42(b) to the consolidated financial statements;
 - ii. The Holding Company, its subsidiaries and joint venture did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries and joint venture covered under the Act, during the year ended 31 March 2024;
 - iv. a. The respective managements of the Holding Company and its subsidiaries and joint venture incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in note 50(f) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries and joint venture to or in any persons or entities, including foreign entities ('the

intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries and joint venture ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b. The respective managements of the Holding Company, its subsidiaries and joint venture incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 50(f) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries and joint venture from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries and joint venture shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Holding Company and its subsidiary during the year ended 31 March 2024 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Holding Company during the year ended 31 March 2024 and until the date of this audit report is in compliance with Section 123 of the Act.

As stated in note 17 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2024 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and joint venture of the Holding Company which are companies incorporated in India and audited under the Act, except for the matters mentioned below, the Holding Company, its subsidiaries and joint venture, in respect of the financial year commencing on 1 April 2023, have used an accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software where this feature has been enabled.
- i. In case of the Holding company and its 6 subsidiaries and joint venture companies incorporated in India, the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software (SAP 6.0 (EHP 7)) used for maintaining the books of accounts.
- ii. In case of the 3 subsidiaries incorporated in India, and as communicated by the respective auditor of the subsidiaries, the feature of recording audit trail (edit log) was not enabled for the accounting software (Tally Prime 4.1) used for maintaining the books of accounts.

Further, during the course of our audit we and respective auditors of the above referred subsidiaries and joint venture did not come across any instance of audit trail feature being tampered with on accounting software where this feature has been enabled.

For **Walker Chandio & Co LLP**
Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 24210122BKEWLH3215

Place: Mumbai

Date: 14 May 2024

Annexure I

to the Independent Auditor's Report of even date to the members of PDS Limited on the consolidated financial statements for the year ended 31 March 2024

List of entities included in the consolidated financial statements

Subsidiaries

S No	Name of entity	S No	Name of entity
1	Technocian Fashions Private Limited	49	Progress Apparels (Bangladesh) Limited
2	Multinational Textile Group Limited	50	GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)
3	Casa Forma Limited	51	Grupo Sourcing Limited
4	PDS Sourcing Limited	52	JJ Star Industrial Limited
5	PDS Asia Star Corporation Limited	53	Twins Asia Limited
6	Simple Approach Limited	54	Nor Lanka Progress Private Limited
7	Simple Approach Home Limited	55	Blueprint Design Limited
8	Moda & Beyond Limited (Erstwhile Moda and Beyond Limited)	56	Design Arc UK Limited
9	Wonderwall (F.E) Limited (HK)	57	Grupo Sourcing Limited, Bangladesh
10	Wonderwall (F.E) Limited	58	Fareast Vogue Limited
11	Simple Approach Bangladesh Private Limited	59	PDS Far-east Limited
12	Zamira Fashion Limited Zhongshan	60	Kindred Brands Limited
13	PG Group Limited	61	Styleberry Limited
14	Techno Design HK Limited	62	PDS Global Procurement Service FZCO
15	Norwest Industries Limited	63	GoodEarth Apparels Limited. (Erstwhile Green Smart Shirts Limited)
16	Poeticgem International Limited	64	Zamira Fashion Limited
17	PDS Sourcing Bangladesh Limited (Formerly known as Multinational OSG Services Bangladesh Private Limited)	65	PDS Far East USA, Inc.
18	PDS Smart Fabric Tech Limited (Formerly known as Funky Brands Company Limited and Full House Manufacturing Limited)	66	PDS Ventures Limited (Erstwhile Smart Notch Industrial Limited)
19	Techno Design GmbH	67	Apex Black Limited
20	Poetic Brands Limited	68	Casa Collective Limited
21	Poeticgem Limited	69	Smart Notch (Shanghai) Limited
22	PDS Trading (Shanghai) Co. Limited	70	Jcraft Array Limited
23	Simple Approach (Canada) Limited	71	TECHNO SOURCING DIŞ TICARET ANONİM ŞİRKETİ
24	PDS Brands Manufacturing Limited	72	Upcycle labs Limited
25	PG Home Group Limited	73	Kindred Fashion Limited
26	PG Shanghai Manufacturer Co. Limited	74	Recovered Clothing Limited
27	360 Notch Limited	75	PDS Fashions Limited
28	PDS Fashions Bangladesh Limited	76	Design Arc FZCO
29	Design Arc Europe SPA	77	Spring Near East FZCO
30	Sourcing Solutions Limited	78	Kleider Sourcing FZCO
31	PDS Brands Private Limited	79	Twins Asia FZCO
32	Krayons Sourcing Limited	80	Techno Sourcing BD Limited
33	Design Arc Asia Limited	81	Clover Collections FZCO
34	Nor Lanka Manufacturing Limited	82	PG Capital FZE
35	Design Arc Europe Limited	83	PDS Manufacturing Limited
36	Kleider Sourcing Hong Kong Limited	84	Norlanka Manufacturing India Private Limited
37	Kleider Sourcing Limited	85	Poeticgem International FZCO
38	Rising Asia Star Hong Kong Co., Limited	86	PDS Multinational FZCO
39	PDS Tailoring Limited	87	Spring Design London Limited
40	Spring Near East Manufacturing Co. Limited	88	DIZBI Private Limited
41	Clover Collections Limited	89	LillyandSid Limited
42	PG Group SPA	90	Brand Collective Corporation Limited
43	PG Home Group SPA	91	S.O.T. Garments India Private Limited
44	Nor Lanka Manufacturing Colombo Limited	92	DBS Lifestyle India Private Limited
45	Brand Collective Limited	93	Pangram Brands Global Private Limited
46	PDS Fashion USA Limited	94	Suri Overseas Private Limited
47	PDS Ventures Limited	95	S.Oliver Fashion India Private Limited
48	Progress Manufacturing Group Limited	96	Sunny Up Limited
		97	Techno Design USA LLC

S No	Name of entity
98	Techno (Shanghai) Trading Co. Limited
99	Lily And Lionel London Limited
100	Design Arc Brands Limited
101	PDS Collective Sourcing Limited (formerly Casa Collective Sourcing Limited)
102	PDS Incubation Company Limited (PDS Sourcing Hong Kong Limited)
103	PDS Fashions Hong Kong Limited
104	New Lobster Limited
105	PDS Design Services Limited
106	PDS Lifestyle Limited
107	SKOPE Apparels FZCO
108	Infinity Fashion FZCO
109	PDS Logistics FZCO
110	PDS Lifestyle Limited UK
111	PDS Sourcing FZCO
112	PDS Brands Manufacturing FZCO
113	PDS DSGN FZCO (formerly PDS Lifestyle FZCO)
114	Moda and Beyond FZCO (formerly PDS Design Services FZCO)
115	Design Hub Sourcing FZCO
116	PDS Radius Brands FZCO
117	The Source Fashions Platform FZCO
118	Collaborative Sourcing Services FZCO
119	Nodes Studio LDA
120	Progressive Crusade Unipessoal LDA
121	Home Sourcing Solutions Limited
122	Vivere London Limited
123	Sourcing Solutions Europe BVBA
124	The Brand Group Limited
125	INFINITY FASHION TEDARİK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as GEORGE TEDARİK HİZMETLERİ ANONİM ŞİRKETİ)
126	Collective Near East Sourcing Services FZCO
127	DH Sourcing Limited

Associates

S No	Name of the entity
1	Reflaunt Pte Limited
2	GWD Enterprises Limited
3	Loop Digital Wardrobe Limited
4	MAMBO LEISURE MASTERS LIMITED
5	Nobleswear (Private) Limited

Controlled trust

S No	Name of the entity
1	Digital Ecom Techno Private Limited
2	Digital Internet Technologies Limited
3	Yellow Octopus EU SA (Joint Stock Company)
4	Yellow Octopus Ventures FZCO
5	Yellow Octopus-UK Limited (Formerly Yellow Octopus Fashion Limited)

Controlled Trust

S No	Name of the entity
1	PDS Multinational Fashions ESOP Trust

Annexure II to the Independent Auditor's Report of even date to the members of PDS Limited on the consolidated financial statements for the year ended 31 March 2024

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of PDS Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. The audit of the internal financial controls with reference to financial statements of the 1 Joint venture, which is a Company covered under the Act, and reporting under Section 143(3)(i) is exempted vide MCA notification no. G.S.R. 583(E) dated 13 June 2017 read with corrigendum dated 14 July 2017. Consequently, our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to

an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024,

based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 3 subsidiary companies, which are companies covered under the Act, whose financial statements / financial information reflect total assets of ₹181.48 lakhs and net assets of ₹15.43 lakhs as at 31 March 2024, total revenues of ₹Nil and net cash outflows amounting to ₹1.74 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 24210122BKEWLH3215

Place: Mumbai

Date: 14 May 2024

Consolidated Balance Sheet

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	As at March 31, 2024	As at March 31, 2023
Assets			
I. Non-current assets			
(a) Property, plant and equipment	4	34,416.64	35,001.70
(b) Capital work in progress	5	11,461.04	415.65
(c) Investment property	6	2,562.40	2,476.00
(d) Goodwill	7	10,407.14	7,981.27
(e) Other Intangible assets	8	3,037.54	2,910.30
(f) Intangible assets under development	8A	-	349.31
(g) Investments accounted for using the equity method	9B	11,048.02	9,780.51
(h) Financial assets			
(i) Investments	9A	33,292.47	26,750.33
(ii) Other financial assets	10	1,026.18	165.26
(i) Deferred tax assets (net)	24	1,077.22	836.23
(j) Non-current tax asset (net)		2,653.56	1,846.20
(k) Other non-current assets	11	150.86	77.13
Total non-current assets		1,11,133.07	88,589.90
Current assets			
(a) Inventories	12	32,863.83	25,574.21
(b) Financial assets			
(i) Investments	9A	1,366.47	5,304.83
(ii) Trade receivables	13	1,67,713.55	97,843.44
(iii) Cash and cash equivalents	14	46,148.64	51,124.87
(iv) Bank balances other than (iii) above	15	22,259.72	21,787.83
(v) Other financial assets	10	9,498.01	8,635.43
(c) Other current assets	11	15,205.24	12,043.24
Total current assets		2,95,055.46	2,22,313.85
Total assets		4,06,188.53	3,10,903.74
II. Equity and liabilities			
Equity			
(a) Equity share capital	16	2,634.73	2,615.91
(b) Other equity	17	1,14,015.03	1,02,751.92
Equity attributable to equity holders of the parent		1,16,649.76	1,05,367.83
Non-controlling interest		7,917.09	5,893.13
		1,24,566.85	1,11,260.96
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	4,549.62	193.21
(ii) Lease liabilities	45	7,636.08	7,924.55
(iii) Other financial liabilities	19	176.64	82.45
(b) Provisions	20	2,801.91	2,222.41
(c) Other non-current liabilities	22	36.90	49.33
Total non-current liabilities		15,201.15	10,471.95
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	89,740.46	59,881.61
(ii) Lease liabilities	45	3,467.25	3,901.28
(iii) Trade payables	21		
- Total outstanding dues to micro enterprises and small enterprises		20.99	15.93
- Total outstanding dues to creditors other than micro and small enterprises		1,50,398.35	1,12,469.11
(iv) Other financial liabilities	19	4,785.96	4,269.22
(b) Other current liabilities	22	11,464.35	3,293.38
(c) Provisions	20	1,683.51	1,525.24
(d) Current tax liabilities (net)	23	4,859.66	3,815.06
Total current liabilities		2,66,420.53	1,89,170.83
Total equity and liabilities		4,06,188.53	3,10,903.74
Summary of material accounting policies and other explanatory information	3		

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For **Walker Chandniok & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of
PDS Limited

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Deepak Seth
Chairman & Non-Executive Director
DIN : 00003021

Pallak Seth
Vice Chairman & Executive Director
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Rahul Ahuja
Chief Financial Officer

Abhishekh Kanoi
Head of Legal
& Company Secretary
Membership No. FCS 9530

Mumbai, India
May 14, 2024

Mumbai, India
May 14, 2024

Consolidated Statement of Profit and Loss

for the Period ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	Year ended March 31, 2024	Year ended March 31, 2023
I Revenue from operations	25	10,37,264.96	10,57,700.42
II Other income	26	3,467.45	5,153.05
III Total income (I+II)		10,40,732.41	10,62,853.47
IV Expenses			
(a) Cost of material consumed	27	59,693.63	76,737.85
(b) Purchases of stock-in-trade	28	7,70,018.22	8,02,576.40
(c) Changes in inventories of finished goods and work-in-progress	29	(3,536.39)	1,238.08
(d) Employee benefits expense	30	97,949.70	76,126.69
(e) Finance costs	31	10,699.53	7,411.62
(f) Depreciation and amortization expense	32	9,342.80	8,018.20
(g) Other expenses	33	73,943.17	55,101.20
V Total expenses		10,18,110.65	10,27,210.04
VI Profit before share of loss in associates and joint ventures (III-V)		22,621.76	35,643.43
VII Share of profit of associates and joint ventures		617.81	31.93
VIII Profit before tax (VI+VII)		23,239.57	35,675.36
IX Tax expense	24		
(a) Current tax		3,259.69	3,148.05
(b) Deferred tax credit		(288.20)	(149.53)
Total tax expense		2,971.49	2,998.52
X Profit for the year (VIII-IX)		20,268.08	32,676.84
XI Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
(a) Re-measurement profit/ (losses) on defined benefit plans		150.77	(316.40)
(b) Net gain on instruments measured at fair value through other comprehensive income		3,648.46	1,081.63
(ii) Income tax on items that will not be reclassified to profit or loss		4.50	10.17
(B) (i) Items that will be reclassified to profit or loss			
(a) Net loss on cash flow hedges		(58.18)	(305.14)
(b) Gain arising on translating the financial statements of foreign operations		3,334.58	2,236.76
Other comprehensive income for the year, net of tax		7,080.13	2,707.02
XII Total comprehensive income for the year, net of tax		27,348.21	35,383.86
Net profit for the period attributable to			
- Owners of the Company		14,423.10	26,497.84
- Non controlling interest		5,844.98	6,179.00
		20,268.08	32,676.84
Other comprehensive income for the year, net of tax			
- Owners of the Company		5,631.96	2,416.13
- Non controlling interest		1,448.17	290.89
		7,080.13	2,707.02
Total comprehensive income for the year, net of tax			
- Owners of the Company		20,055.06	28,913.97
- Non controlling interest		7,293.15	6,469.89
		27,348.21	35,383.86
XIII Earnings per share: (Face value ₹ 2 per share)	34		
1) Basic (amount in ₹)		10.98	20.30
2) Diluted (amount in ₹)		10.77	19.93
Summary of material accounting policies and other explanatory information	3		

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of
PDS Limited

Aasheesh Arjun Singh
Partner
Membership Number: 210122

Deepak Seth
Chairman & Non-Executive Director
DIN : 00003021

Pallak Seth
Vice Chairman & Executive Director
DIN : 00003040

Sanjay Jain
Chief Executive Officer

Rahul Ahuja
Chief Financial Officer

Abhishekh Kanoi
Head of Legal
& Company Secretary
Membership No. FCS 9530

Mumbai, India
May 14, 2024

Mumbai, India
May 14, 2024

Consolidated Statement of Changes in Equity

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Amount
As at April 01, 2022	2,604.25
Fresh issue (Net of treasury share)	11.66
As at March 31, 2023	2,615.91
Fresh issue (Net of treasury share)	18.82
As at Mar 31, 2024	2,634.73

B. Other equity

Particulars	Other Comprehensive Income										Share based payment Reserve	Total equity before Non-controlling interest	Non-controlling interest	Total Equity
	Securities Premium Reserve	Capital Reserve	Restricted Reserve	Retained Earnings	Other Reserves	Treasury Shares	Foreign currency translation Reserve	Equity instruments through OCI	Remeasurement of defined benefit plan	Effective Portion of Cash Flow Hedges				
Balance as at April 01, 2022	-	26,185.92	664.52	45,962.47	(6,792.17)	(5773)	14,360.31	2,021.15	3.00	224.26	2,064.21	84,635.94	6,360.24	90,996.18
Net Profit for the year	-	-	-	26,497.84	-	-	-	-	-	-	-	26,497.84	6,179.00	32,676.84
Net gain on instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	470.17	-	-	-	470.17	611.46	1,081.63
Share based payments to employees (refer note 48)	-	-	-	-	-	-	-	-	-	-	1,500.98	1,500.98	-	1,500.98
Premium on issue of shares	1,124.77	-	-	-	-	-	-	-	-	-	-	1,124.77	-	1,124.77
Purchase of Treasury shares	-	-	-	-	-	(345.17)	-	-	-	-	-	(345.17)	-	(345.17)
Gain/ (loss) arising on translating the financial statements of foreign operations	-	-	-	-	-	-	2,557.33	-	-	-	-	2,557.33	(320.57)	2,236.76
Remeasurement of the net defined benefit liability	-	-	-	-	-	-	-	-	(306.23)	-	-	(306.23)	-	(306.23)
Net loss on cash flow hedges	-	-	-	-	-	-	-	-	-	(305.14)	-	(305.14)	-	(305.14)
Decrease in interest by non-controlling interest	-	28.30	-	-	(3,620.71)	-	-	-	-	-	-	(3,592.41)	(598.35)	(4,190.76)
Increase in interest by non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	380.78	380.78
Total Comprehensive Income	1,124.77	26,214.22	664.52	72,460.31	(10,412.88)	(402.90)	16,917.64	2,491.32	(303.23)	(80.88)	3,565.19	1,12,238.08	12,612.57	1,24,850.64
Dividend paid, net of tax	-	-	-	(9,486.16)	-	-	-	-	-	-	-	(9,486.16)	(6,719.44)	(16,205.60)
Balance as at March 31, 2023	1,124.77	26,214.22	664.52	62,974.15	(10,412.88)	(402.90)	16,917.64	2,491.32	(303.23)	(80.88)	3,565.19	1,02,751.92	5,893.13	1,08,645.04

Consolidated Statement of Changes in Equity

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Other Comprehensive Income										Share based payment Reserve	Total equity before Non-controlling interest	Non-controlling interest	Total Equity
	Securities Premium Reserve	Capital Reserve	Restricted Reserve	Retained Earnings	Other Reserves	Treasury Shares	Foreign currency translation Reserve	Equity instruments through OCI	Remeasurement of defined benefit plan	Effective Portion of Cash Flow Hedges				
Balance as at April 01, 2023	1,124.77	26,214.22	664.52	62,974.15	(10,412.88)	(402.90)	16,917.64	2,491.32	(303.23)	(80.88)	3,565.19	1,02,751.92	5,893.13	1,08,645.04
Net Profit for the year	-	-	-	14,423.10	-	-	-	-	-	-	-	14,423.10	5,844.98	20,268.08
Net gain on instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	2,845.45	-	-	-	2,845.45	803.01	3,648.46
Share based payments to employees (refer note 48)	-	-	-	-	-	-	-	-	-	-	460.71	460.71	-	460.71
Premium on issue of shares	2,293.69	-	-	-	-	-	-	-	-	-	-	2,293.69	-	2,293.69
Purchase of Treasury shares	-	-	-	-	-	(119.01)	-	-	-	-	-	(119.01)	-	(119.01)
Gain arising on translating the financial	-	-	-	-	-	-	2,689.42	-	-	-	-	2,689.42	645.16	3,334.58
Remeasurement of the net defined benefit liability	-	-	-	-	-	-	-	-	155.27	-	-	155.27	-	155.27
Net loss on cash flow hedges	-	-	-	-	-	-	-	-	-	(58.18)	-	(58.18)	-	(58.18)
Decrease in interest by non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	(5,914.21)	3,612.46	(2,301.75)
Increase in interest by non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	182.71	182.71
Total Comprehensive Income	3,418.46	26,214.22	664.52	77,397.25	(16,327.09)	(521.91)	19,607.06	5,336.77	(147.96)	(139.06)	4,025.90	1,19,528.16	16,981.45	1,36,509.60
Dividend paid, net of tax	-	-	-	(5,513.13)	-	-	-	-	-	-	-	(5,513.13)	(9,064.36)	(14,577.49)
Balance as at March 31, 2024	3,418.46	26,214.22	664.52	71,884.12	(16,327.09)	(521.91)	19,607.06	5,336.77	(147.96)	(139.06)	4,025.90	1,14,015.03	7,917.09	1,21,932.14

Summary of material accounting policies and other explanatory information

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership Number: 210122

Mumbai, India

May 14, 2024

For and on behalf of Board of Directors of
PDS Limited

Deepak Seth

Chairman & Non-Executive Director

DIN : 00003021

Sanjay Jain

Chief Executive Officer

Mumbai, India

May 14, 2024

Pallak Seth

Vice Chairman & Executive Director

DIN : 00003040

Abhishek Kanoi

Head of Legal

& Company Secretary

Membership No. FCS 9530

Rahul Ahuja

Chief Financial Officer

Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flows from operating activities		
Profit before tax	23,239.58	35,675.36
Adjustments for:		
Share of profit of associates and joint ventures	(617.81)	(31.93)
Depreciation and amortization expense	9,342.80	8,018.20
Finance costs	10,699.53	7,411.62
Provision for doubtful debts	988.66	132.82
Interest income	(1,391.94)	(528.62)
Dividend income	(198.58)	(56.92)
Liabilities written back	(46.17)	(78.10)
Fair value (gain)/loss on financial assets measured at fair value through profit and loss	(112.23)	319.12
Employee share compensation expense	1,483.45	2,146.95
Loss on sale of property, plant & equipment	40.00	36.38
Gain on sale of investment property	-	(3,648.86)
Unrealised foreign exchange fluctuation loss/(gain)	580.94	(628.03)
Unwinding of discount on security deposits	(4.42)	-
Operating profit before working capital changes	44,003.81	48,767.99
Movement in working capital:		
Change in trade payables and other financial liabilities	31,497.87	(55,766.60)
Change in other liabilities	4,137.68	(2,853.59)
Change in provisions	888.54	(187.71)
Change in trade receivables	(57,040.71)	55,244.09
Change in other assets	(3,145.83)	2,248.77
Change in inventories	5,394.76	5,772.74
Change in other financial assets	(3,810.39)	395.86
Cash generated from operations	21,925.73	53,621.56
Direct tax paid, net of refunds received	(2,975.24)	(2,633.99)
Net cash generated from operating activities (a)	18,950.49	50,987.57
Cash flows from investing activities		
Purchase of property, plant and equipment, capital working in progress and investment property	(16,209.09)	(3,186.77)
Proceeds from sale of investment property	-	5,651.87
Purchase of intangible assets	(443.69)	(2,740.53)
Purchase of investments	(6,439.84)	(11,040.02)
Proceeds from sale of investments	7,596.75	3,075.59
Consideration paid towards acquisition of non-controlling interest in subsidiary, business combinations and asset acquisition, net of cash acquired	(15,787.76)	(4,543.70)
Investment in associate and joint venture	(872.77)	-
Investment in bank deposits, net	(802.90)	(1,303.33)
Dividend received	198.58	56.92
Interest received	1,310.95	288.72
Net cash (used in) investing activities (b)	(31,449.77)	(13,741.25)
Cash flows from financing activities		
Proceeds/(repayment) of short term borrowings	19,226.62	(7,534.78)
Proceeds of long term borrowings	4,966.29	182.44
Repayment of long term borrowings	(193.21)	-
Acquisition of own equity shares by a controlled ESOP trust	(119.01)	(346.47)
Payment of dividend to shareholders	(5,399.61)	(9,486.16)
Payment of dividend to non-controlling interests of subsidiaries	(9,064.36)	(6,719.43)
Issuance of share capital including premium	1,433.24	722.26
Payment of principal portion of lease liabilities	(4,010.28)	(3,046.92)
Interest paid on lease liabilities	(632.62)	(692.26)
Interest paid	(10,054.60)	(6,764.07)
Net cash (used in) financing activities (c)	(3,847.54)	(33,685.39)

Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net (decrease)/ increase in cash and cash equivalents (a+b+c)	(16,346.82)	3,560.93
Effect of exchange rate changes on cash and cash equivalents	562.55	746.70
Opening balance of cash and cash equivalents (net of bank overdraft)	48,567.31	44,259.68
Cash and cash equivalents at the end of the period	32,783.04	48,567.31
Components of cash and cash equivalents		
Cash on hand (refer note 14)	87.43	149.57
Balance with banks - current account (refer note 14)	46,061.21	50,975.30
Bank overdraft (refer note 18)	(13,365.60)	(2,557.56)
Cash and cash equivalent at the end of the year	32,783.04	48,567.31
Summary of material accounting policies and other explanatory information	3	

Changes in liability arising from financing activities

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at April 01, 2022	Cash flow		Non-cash			As at March 31, 2023
		Additions	Repayment	Amortisation of upfront fees/ Interest expense	Exchange difference	Changes in leases	
Borrowings	62,335.11	182.44	(7,534.78)	-	2,534.49	-	57,517.26
Interest accrued but not due on borrowings	0.25	-	(6,764.07)	6,764.07	-	-	0.25
Lease liability	11,713.01	-	(3,739.18)	636.33	(793.54)	4,009.19	11,825.81
	74,048.37	182.44	(18,038.03)	7,400.40	1,740.95	4,009.19	69,343.32

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at April 01, 2023	Cash flow		Non-cash			As at March 31, 2024
		Additions	Repayment	Amortisation of upfront fees/ Interest expense	Exchange difference	Changes in leases	
Borrowings	57,517.26	24,192.91	(193.21)	-	(592.47)	-	80,924.49
Interest accrued but not due on borrowings	0.25	-	(10,054.60)	10,054.60	36.94	-	37.19
Lease liability	11,825.81	-	(4,642.90)	632.62	(183.01)	3,470.79	11,103.31
	69,343.32	24,192.91	(14,890.71)	10,687.22	(738.54)	3,470.79	92,064.99

Summary of material accounting policies and other explanatory information

The accompanying notes form an integral part of these consolidated financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited**Aasheesh Arjun Singh**

Partner

Membership Number: 210122

Deepak Seth

Chairman & Non-Executive Director

DIN : 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN : 00003040

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal

& Company Secretary

Membership No. FCS 9530

Mumbai, India

May 14, 2024

Mumbai, India

May 14, 2024

Summary of material accounting policies and other explanatory information

Note 1: Corporate information

PDS Limited is a Public Limited Company (hereinafter referred as 'the Company') domiciled in India and has its registered office at Unit No.971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri (East), Mumbai- 400 093 Maharashtra. The Company along with its subsidiaries, associates and joint ventures (collectively referred to as "the Group"), is engaged in the trading of garments, investment holding, design, development, marketing, sourcing and distribution of readymade garments of all the kinds and other consumer products worldwide. The Company has its primary listings on the BSE Limited and the National Stock Exchange of India Limited.

Note 2: Statement of compliance

The consolidated financial statements are prepared on an accrual basis under the historical cost convention except for certain financial instruments which are measured at fair value. These consolidated financial statements have been prepared on going concern basis and in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable and the guidelines issued by Securities and Exchange Board of India, to the extent applicable. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. The financial statements of the Group for the year ended March 31, 2024 were approved by the Board of Directors and authorised for issue on May 14, 2024.

Going concern: The Board of Directors have considered the financial position of the Group as at March 31, 2024 and the projected cash flows and financial performance of the Group for at least twelve months from the date of these consolidated financial statements and believe that the plan for sustained profitability remains on course.

Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the relevant accounting policies mentioned. The consolidated financial statements are presented in ₹ and all values are rounded to the nearest lakhs except where otherwise stated.

Recent accounting pronouncement

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31 2024, MCA has not notified any new standards applicable to the company.

Principles of consolidation

The consolidated financial statements relate to the Group. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the subsidiaries, wholly owned foreign subsidiaries, its step down subsidiaries, associates and joint ventures companies used in the consolidation are drawn upto the same reporting date as that of the Group i.e. March 31, 2024.
- (ii) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered. The Group controls an entity when the parent has power over the entity, it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.
- (iii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company's standalone financial statements.

Non-controlling interest (NCI)

Non-Controlling Interest (NCI) in the equity and results of the entities that are controlled by the Company is shown as a separate item in the Consolidated Financial Statements. The interest of non-controlling shareholders may be initially measured either at fair value or at the non controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the noncontrolling interest having a deficit balance.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Summary of material accounting policies and other explanatory information

Investments accounted for, using the equity method

Investments accounted for using the equity method are entities in respect of which, the Company has significant influence, but not control, over the financial and operating policies. Generally, a Company has significant influence if it holds between 20 and 50 percent of the voting power of another entity. Investments in such entities are accounted for using the equity method and are initially recognized at cost. The carrying amount of investment is increased/ decreased to recognize investors share of profit or loss of the investee after the acquisition date.

Changes in ownership interest without change in control

The Group treats transactions with Non-Controlling Interests (NCI) that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of adjustment to non-controlling interest and any consideration paid or received is recognised within equity.

The ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss where appropriate.

Business combinations

Business combinations are accounted for using the acquisition method, except for common control transactions which

are accounted using the pooling of interest method that is accounted at carrying values. The acquisition method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. On initial recognition, the assets and liabilities of the acquired subsidiary are included in the Consolidated Balance Sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies. Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquiree at the date of acquisition. Any excess of identifiable net assets over acquisition cost is recognised in the other comprehensive income on the acquisition date and accumulated in equity as capital reserve. Acquisition related costs are accounted for as expenses in the period in which they are incurred and the services are received.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

The Details of subsidiaries and its step down subsidiary companies that have been considered in the preparation of the consolidated financial statements are as under:

(i) PDS Limited, holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Multinational Textile Group Limited	13.05.2014	Mauritius	100.00%	100.00%
Technocian Fashions Private Limited	20.03.2019	India	55.00%	55.00%
DIZBI Private Limited	10.07.2020	India	100.00%	100.00%
Norlanka Manufacturing India Private Limited	01.02.2021	India	100.00%	100.00%
PDS Brands Private Limited	28.07.2021	India	100.00%	100.00%
DBS Lifestyle India Private Limited	27.10.2022	India	51.00%	51.00%

(ii) Multinational Textiles Group Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
PDS Sourcing Limited	31.03.2006	Mauritius	100.00%	100.00%
Norwest Industries Limited	31.05.2006	Hong Kong	100.00%	100.00%
Casa Forma Limited	01.01.2012	United Kingdom	100.00%	100.00%
PDS Sourcing Bangladesh Limited (formerly Multinational OSG Services Bangladesh Private Limited)	02.02.2014	Bangladesh	99.98%	99.97%
Techno Design GMBH	14.02.2014	Germany	55.00%	55.00%

Summary of material accounting policies and other explanatory information

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
PDS Ventures Limited	25.11.2015	Mauritius	100.00%	100.00%
Blueprint Design Limited	30.06.2016	Hong Kong	100.00%	100.00%
PDS Global Investments Limited ⁶	01.04.2018	Hong Kong	NA	100.00%
Spring Near East FZCO	17.01.2019	United Arab Emirates	55.00%	55.00%
Techno Sourcing BD Limited	22.10.2019	Bangladesh	49.00%	49.00%
PDS Multinational FZCO	01.02.2021	United Arab Emirates	100.00%	100.00%
PDS Manufacturing Limited	22.03.2021	Mauritius	100.00%	100.00%

(iii) Norwest Industries Limited, holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Nor Lanka Manufacturing Limited	22.10.2008	Hong Kong	100.00%	90.00%
PDS Tailoring Limited	17.12.2010	Hong Kong	70.00%	70.00%
Spring Near East Manufacturing Company Limited	17.12.2010	Hong Kong	65.00%	65.00%
Design Arc Europe Limited	04.11.2011	Hong Kong	70.00%	70.00%
Rising Asia Star HongKong Limited	03.01.2012	Hong Kong	100.00%	100.00%
Clover collection Limited	27.08.2012	Hong Kong	100.00%	100.00%
Design Arc Asia Limited	18.12.2012	Hong Kong	98.00%	100.00%
Kleider Sourcing Hong Kong Limited	24.10.2013	Hong Kong	51.00%	51.00%
PDS Brands Manufacturing Limited	24.10.2014	Hong Kong	100.00%	100.00%
Krayons Sourcing Limited	16.12.2014	Hong Kong	75.00%	75.00%
Sourcing Solutions Limited ⁵	12.03.2015	Hong Kong	51.00%	100.00%
Sourcing Solutions Europe BVBA ⁴	01.04.2018	Belgium	51.00%	50.00%
JJ Star Industrial Limited	28.04.2015	Hong Kong	57.50%	57.50%
360 Notch Limited	31.07.2015	Hong Kong	100.00%	100.00%
Twins Asia Limited	27.07.2015	Hong Kong	100.00%	100.00%
PDS Far-east Limited ⁵	23.08.2016	Hong Kong	80.00%	100.00%
Kindred Brands Limited	23.08.2016	Hong Kong	57.50%	57.50%
Styleberry Limited	13.09.2016	Hong Kong	100.00%	100.00%
PDS Far East USA, Inc.	11.07.2017	United States of America	100.00%	100.00%
PDS Fashions Bangladesh Limited ²	25.07.2023	Bangladesh	100.00%	NA
Jcraft Array Limited	12.04.2018	Hong Kong	85.00%	85.00%
Casa Collective Limited	19.01.2018	HongKong	75.00%	75.00%
Brand Collective Limited	30.09.2020	HongKong	55.00%	55.00%

(iv) Design Arc Europe Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Design Arc Europe SPA	17.11.2011	Spain	100.00%	100.00%

(v) Nor Lanka Manufacturing Company Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Nor Lanka Manufacturing Colombo Limited	13.08.2012	Sri Lanka	100.00%	100.00%
Norlanka Progress Private Limited	20.10.2015	Sri Lanka	100.00%	100.00%
LillyandSid Limited	10.03.2020	United Kingdom	55.00%	55.00%

Summary of material accounting policies and other explanatory information

(vi) PDS Sourcing Limited (Formerly known as Global Textiles Group Limited) holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Pacific Logistics Limited ⁶	27.10.2003	United Kingdom	NA	100.00%
Poeticgem Limited	30.03.2006	United Kingdom	100.00%	100.00%
Zamira Fashion Limited	20.09.2007	Hong Kong	67.00%	67.00%
FX Import Company Limited ⁶	26.03.2008	United Kingdom	NA	100.00%
PG Group Limited	13.05.2008	Hong Kong	51.00%	51.00%
Simple Approach Limited	30.11.2008	Hong Kong	85.00%	85.00%
PDS Smart Fabric Tech Limited	19.01.2009	Hong Kong	100.00%	100.00%
Poetic Knitwear Limited ⁶	31.03.2009	United Kingdom	NA	100.00%
PDS Asia Star Corporation Limited	24.10.2012	Hong Kong	60.00%	60.00%
Techno Design HK Limited	02.11.2012	Hong Kong	55.00%	55.00%
Poeticgem International Limited	27.09.2013	Hong Kong	100.00%	100.00%
Poetic Brands Limited	15.01.2015	United Kingdom	60.00%	60.00%
Grupo Sourcing Limited	15.03.2016	Hong Kong	51.00%	51.00%
Design Arc UK Limited	21.10.2016	United Kingdom	85.00%	85.00%
PDS Fashions Limited	03.07.2018	United Kingdom	100.00%	100.00%
PDS Collective Sourcing Limited	17.03.2023	Hong Kong	100.00%	100.00%
Spring Design London Limited	13.05.2021	United Kingdom	100.00%	100.00%
PDS Fashion USA Limited	28.02.2020	Hong Kong	100.00%	100.00%
Moda & Beyond Limited	04.08.2023	United Kingdom	100.00%	NA
PDS Fashions Hong Kong Limited	02.08.2022	Hong Kong	100.00%	100.00%
PDS Lifestyle UK Limited ²	03.04.2023	United Kingdom	100.00%	NA
PDS Incubation Company Limited (formerly PDS Sourcing Hong Kong Limited)	10.10.2022	Hong Kong	100.00%	100.00%
PDS Design Services Limited	08.12.2022	Hong Kong	100.00%	100.00%
PDS Lifestyle Limited	08.12.2022	Hong Kong	100.00%	100.00%

(vii) PDS Manufacturing Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Progress Manufacturing Group Limited ⁵	17.07.2015	Hong Kong	100.00%	97.00%
GoodEarth Apparels Industries Limited (formerly Green Apparels Industries Limited) ⁵	15.03.2016	Hong Kong	100.00%	75.00%

(viii) PDS Ventures Limited (Formerly MultiTech Venture Limited) (Mauritius) holds the following joint venture:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Digital Internet Technologies Limited	25.02.2016	Hong Kong	50.00%	50.00%
Redwood Internet ventures Limited ⁶	09.12.2015	Hong Kong	NA	50.00%

Summary of material accounting policies and other explanatory information

(ix) PG Group Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
PG Home Group Limited	13.05.2008	Hong Kong	90.00%	90.00%
PG Shanghai Manufacturer Co. Limited	08.06.2012	China	100.00%	100.00%
PG Group SPA	24.01.2023	CHILE	100.00%	100.00%

(x) PDS Multinational FZCO holds the following subsidiaries;

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Twins Asia FZCO ³	17.01.2019	United Arab Emirates	85.00%	75.00%
Kleider Sourcing FZCO ³	17.01.2019	United Arab Emirates	51.00%	41.00%
Design Arc FZCO ³	17.01.2019	United Arab Emirates	85.00%	75.00%
Clover Collections FZCO	20.02.2020	United Arab Emirates	75.00%	75.00%
Poeticgem International FZCO ³	01.02.2021	United Arab Emirates	75.00%	65.00%
PG Capital FZE	27.09.2021	United Arab Emirates	100.00%	100.00%
PDS Brands Manufacturing FZCO	01.01.2022	United Arab Emirates	100.00%	100.00%
Collaborative Sourcing Services FZCO	25.07.2022	United Arab Emirates	100.00%	100.00%
PDS Logistics FZCO	03.10.2022	United Arab Emirates	100.00%	100.00%
PDS Radius Brands FZCO ²	03.07.2023	United Arab Emirates	100.00%	NA
PDS Sourcing FZCO	26.10.2022	United Arab Emirates	100.00%	100.00%
The Source Fashions Platform FZCO ²	10.08.2023	United Arab Emirates	85.00%	NA
Design Hub Sourcing FZCO ²	10.04.2023	United Arab Emirates	60.00%	NA
Infinity Fashion FZCO	26.12.2022	United Arab Emirates	60.00%	60.00%
Collective Near East Sourcing Services FZCO ²	06.03.2024	United Arab Emirates	100.00%	NA
DH SOURCING LIMITED ²	27.03.2024	United Arab Emirates	60.00%	NA
Moda and Beyond FZCO ²	08.05.2023	United Arab Emirates	100.00%	NA
PDS Design FZCO ²	08.05.2023	United Arab Emirates	100.00%	NA
PDS Global Procurement Service FZCO	22.03.2023	United Arab Emirates	100.00%	100.00%

(xi) PDS Ventures Limited (Formerly Smart Notch Industrial Limited) has following Associate

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Loop Digital Wardrobe Limited	15.09.2021	United Kingdom	34.00%	34.00%

Summary of material accounting policies and other explanatory information

(xii) Krayons Sourcing Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
SKOPE Apparels FZCO	26.12.2022	United Arab Emirates	100.00%	100.00%

(xiii) PDS Asia Star Corporation Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
PDS Trading (Shanghai) Company Limited	31.12.2012	China	100.00%	100.00%

(xiv) PG Home Group Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
PG Home Group SPA	24.01.2023	Chile	100.00%	NA

(xv) Simple Approach Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Simple Approach (Canada) Limited	02.05.2013	Canada	100.00%	100.00%
Wonderwall (F.E) Limited ¹	01.04.2023	Hongkong	75.00%	NA
Simple Approach Home Limited ²	28.09.2023	Hongkong	100.00%	NA
Home Sourcing Solutions Limited ²	24.11.2023	Hongkong	100.00%	NA
The Brand Group Limited ²	26.01.2024	Hongkong	100.00%	NA
Simple Approach Bangladesh Private Limited	25.05.2022	Bangladesh	100.00%	100.00%

(xvi) Kleider Sourcing HongKong Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Kleider Sourcing Limited Bangladesh	10.08.2014	Bangladesh	99.97%	99.97%

(xvii) Zamira Fashions Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Zamira Fashion Limited Zhongshan	26.06.2015	China	100.00%	100.00%

(xviii) Grupo Sourcing Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Grupo Sourcing Limited	02.05.2016	Bangladesh	99.98%	99.98%

(xix) GoodEarth Apparel Industries Limited (formerly Green Apparel Industries Limited) holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
GoodEarth Apparel Limited (formerly Green Smart Shirts Limited)	04.05.2016	Bangladesh	99.98%	99.98%

Summary of material accounting policies and other explanatory information

(xx) PDS Ventures Limited (Formerly MultiTech Venture Limited) (Mauritius) holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
PDS Ventures Limited (Formerly Smart Notch Industrial Limited)	28.12.2017	Hong Kong	100.00%	100.00%

(xxi) DBS Lifestyle India Private Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Suri Overseas Private Limited	27.10.2022	India	100.00%	100.00%
Pangram Brands Global Private Limited ²	12.09.2023	India	100.00%	NA

(xxii) PDS Ventures Limited (Formerly Smart Notch Industrial Limited) (Hongkong) holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Upcycle Labs Limited (formerly Filkor Limited)	21.09.2021	United Kingdom	61.00%	61.00%
Apex Black Limited	28.12.2017	Hong Kong	65.00%	65.00%

(xxiii) Wonderwall (F.E) Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Wonderwall (F.E) Limited ¹	01.04.2023	United Kingdom	100.00%	NA

(xxiv) PDS Lifestyle Limited, United Kingdom holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
New Lobster Limited ²	03.04.2023	United Kingdom	100.00%	NA

(xxv) PDS Radius Brands FZCO holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Vivere London Limited ¹	29.10.2023	United Kingdom	75.00%	NA

(xxvi) Progress Manufacturing Group Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Progress Apparels (Bangladesh) Limited	12.07.2015	Bangladesh	99.99%	99.99%

(xxvii) 360 Notch Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Smart Notch (Shanghai) Limited.	20.04.2018	China	100.00%	100.00%

Summary of material accounting policies and other explanatory information

(xxviii) Poetic Brands Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Recovered Clothing Limited	24.07.2018	United Kingdom	100.00%	100.00%

(xxix) Recovered Clothing Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Sunny Up Limited	26.05.2022	United Kingdom	100.00%	100.00%

(xxx) Design Arc UK holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Lily and Lionel London Limited	06.01.2023	United Kingdom	100.00%	100.00%
Design Arc Brands Limited	22.02.2023	United Kingdom	100.00%	100.00%

(xxxi) Poeticgem International Limited holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Kindred Fashion Limited	23.10.2018	Canada	100.00%	100.00%

(xxxii) Infinity Fashion FZCO holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Infinity Fashion Tedarik Hizmetleri Anonim Sirketi ²	12.03.2024	Turkey	100.00%	NA

(xxxiii) Techno Design HK Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Techno Design USA LLC	16.04.2020	USA	100.00%	100.00%
Fareast Vogue Limited	16.04.2020	Hongkong	100.00%	0.00%
Techno (Shanghai) Trading Co., Ltd. ²	02.04.2023	China	100.00%	NA

(xxxiv) Techno Design GmbH holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Techno Sourcing Dis Ticaret Anonim Sirketi ²	31.05.2023	Turkey	100.00%	NA

(xxxv) Technocian Fashions Private Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
S.O.T. Garments India Private Limited	01.12.2021	India	99.99%	99.99%
S.Oliver Fashion India Private Limited	13.05.2022	India	99.99%	99.99%

Summary of material accounting policies and other explanatory information

(xxxvi) Brand Collective Limited (Formerly PDS H2GO Glove Manufacturing Limited) holds the following subsidiary:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Brand Collective Corporation Limited	29.11.2021	India	100.00%	100.00%

(xxxvii) PDS Brands Private Limited holds the following Joint Venture:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Digital Ecom Techno Private Limited	17.06.2016	India	42.14%	42.14%

(xxxviii) PG Capital FZE holds the following joint ventures:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Yellow Octopus EU Sp Zoo (Poland) ⁶	27.09.2021	Poland	NA	50.00%
Yellow Octopus EU spolka z ograniczona odpowiedzialnoscia spolka komandytowa ⁶	27.09.2021	Poland	NA	50.00%
Yellow Octopus EU SA2	01.06.2023	Poland	50.00%	NA
One Stop Shop Solutions EU Sp. z.oo ⁶	27.09.2021	Poland	NA	50.00%
One Stop Shop Solutions spolka z ograniczona odpowiedzialnoscia spolka komandytowa ⁶	27.09.2021	Poland	NA	50.00%
Yellow Octopus Ventures FZCO	27.09.2021	Poland	50.00%	50.00%

(xxxix) PDS Multinational FZCO holds the following joint venture:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Yellow Octopus-UK Limited (Formerly Yellow Octopus Fashion Ltd)	27.09.2021	United Kingdom	50.00%	50.00%

(xxxx) Spring Design London Limited holds the following subsidiaries:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Nodes Studio LDA ¹	19.10.2023	India	75.00%	NA
Progressive Crusade Unipessoal LDA ¹	19.10.2023	India	60.00%	NA

(xxxxi) Multinational Textiles Group Limited holds the following associate:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
GWD Enterprises Limited	21.10.2010	United Kingdom	25.00%	25.00%

(xxxxii) Nor Lanka Manufacturing Limited holds the following associate:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Nobleswear (Private) Limited ¹	22.12.2023	Sri Lanka	26.00%	NA

Summary of material accounting policies and other explanatory information

(xxxxiii) Nor Lanka Manufacturing Limited holds the following associate:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Mambo Leisure Masters Limited ¹	22.09.2023	SriLanka	20.00%	NA

(xxxxiv) Yellow Octopus Ventures FZCO holds the following Associate:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
Reflaunt Pte Limited	27.09.2021	Singapore	26.00%	26.00%

Controlled Trust

(xxxxv) PDS Limited holds the following Trusts:

Name of the entity	Date of acquisition/ incorporation	Country of incorporation	% of voting power held as at March 31, 2024	% of voting power held as at March 31, 2023
PDS Multinational Fashions ESOP Trust	27.07.2021	India	100.00%	100.00%

Notes:

- 1 Acquired during the year
- 2 Incorporated during the year
- 3 Acquired stake from the non-controlling interests during the year
- 4 Joint venture become subsidiary during the year
- 5 Divested stake to non-controlling interests during the year
- 6 Entity dissolved during the year

Note 3: Material accounting policies

a) The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these consolidated financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

b) Material accounting judgements, estimates and assumptions:

In the process of applying the Group's accounting policies, management has made the following judgements, estimates and assumptions which have the most significant effect on the amounts recognised in the consolidated financial statements:

Judgements:

i Useful lives of property, plant and equipment and intangible assets

The useful life and residual value of plant, property and equipment and intangible assets are determined based on technical evaluation made by the management of the expected usage of the asset, the physical wear and tear and technical or

commercial obsolescence of the asset. Due to the judgements involved in such estimations, the useful life and residual value are sensitive to the actual usage in future period.

Estimates and assumptions:

i Current tax and deferred tax

Significant judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are recorded accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets relating to certain temporary differences and tax losses are recognised as management considers it probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectations are different from the original estimates, such differences will impact on the recognition of deferred tax assets and deferred tax in the periods in which such estimates have been changed.

ii Impairment of inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes provision for obsolete

Summary of material accounting policies and other explanatory information

and slow-moving inventory items identified that are no longer suitable for sale. The assessment of the provision amount required involves management judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the inventories and the provision charge/write-back of provision for obsolete and slow-moving inventory items in the period in which estimate has been changed.

iii Impairment of goodwill

Goodwill recognized on business combination are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or the cash generating unit to which these pertain is less than the carrying value. The recoverable amount of the asset or the cash generating units is higher of value-in-use and fair value less cost of disposal. The calculation of value in use of an asset or a cash generating unit involves use of significant estimates and assumptions which include turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

iv Valuation of financial instruments

When the fair value of financial assets and financial liabilities recorded in the Statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing the fair values. The judgements include consideration of inputs such as liquidity risks, credit risks and volatility in market. Changes in assumptions about these factors could affect the reported fair value of the financial instruments.

v Provision for expected credit losses (ECL) on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type and customer type). The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic condition (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the

manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 42 to the consolidated financial statements.

vi Leases – estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

vii Employee stock option plan

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. The Group initially measures the cost of cash-settled transactions with employees using a Black Scholes model to determine the fair value of the liability incurred. For cash-settled share-based payment transactions, the liability needs to be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognised in profit or loss. This requires a reassessment of the estimates used at the end of each reporting period. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses a Black Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 47.

Summary of material accounting policies and other explanatory information

viii Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By virtue of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

ix Impairment of financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit and Loss.

x Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in statement of profit and loss. Impairment losses recognised in prior periods are assessed at end of each reporting period for any

indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

c) Current versus non-current classification

The Group presents assets and liabilities in the Balance Sheet based on a current/ non-current classification.

Assets:

An asset is treated as current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle.
 - ii) Held primarily for the purpose of trading
 - iii) Expected to be realized within twelve months after the reporting period, or
 - iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

Liabilities:

A liability is current when:

- i) It is expected to be settled in normal operating cycle
 - ii) It is held primarily for the purpose of trading
 - iii) It is due to be settled within twelve months after the reporting period, or
 - iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle: The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the operation, the group has identified twelve months as its operating cycle.

d) Property, plant and equipment (PPE)

Property, plant and equipment, capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset. An item of property, plant and equipment and any significant part initially recognized is de-recognized

Summary of material accounting policies and other explanatory information

upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss within other income or expense (as applicable).

Subsequent costs: The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in statement of profit and loss as and when incurred.

Decommissioning costs : The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of property, plant and equipment that are not ready for their intended use at the reporting date.

Depreciation:

Depreciation on PPE, except leasehold improvements, is provided on straight-line method over the estimated useful lives of assets. Depreciation for assets purchased / sold during a period is proportionately charged to Statement of Profit and Loss. Leasehold improvements are amortized over the lease term or the useful life of the assets, whichever is earlier.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful lives	
	India*	Foreign entities
Furniture and fixtures	10 years	3 - 5 years
Office equipments	5 years	5 years
Vehicles	8 years	3 years
Buildings	60 years	33 years
Computers	3 years	3 - 5 years
Plant and machinery	NA	4 - 5 years

* As per Schedule II to the Companies Act, 2013.

Freehold land is not depreciated.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes indicate the carrying value may not be recoverable. If any such indication exists and carrying values exceed

recoverable amounts such assets are written down to their recoverable amounts.

e) Intangible assets

Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses. Goodwill is tested for impairment annually as at March 31, and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Goodwill is not amortised.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Asset	Useful lives	
	India	Foreign entities
Intangibles	NA	5 years

f) Borrowing costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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g) Foreign currencies

Functional and presentational currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated financial statements are presented in Indian Rupees (₹) which is Group's presentation currency unless stated otherwise.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss in the period in which they arise and these are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

"The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that consolidated Balance Sheet.
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in Other Comprehensive Income. On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in Other Comprehensive Income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

g) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those

goods or services. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as contract liabilities.

Recognising revenue from major business activities

Sale of goods

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon shipment or on delivery at the customer premises and on completion of performance obligation. Revenue is recognised at a transaction price allocated to the extent of performance obligation satisfied after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Company is unable to make a reasonable estimate of return, revenue is recognised

Summary of material accounting policies and other explanatory information

when the return period lapses or a reasonable estimate can be made.

Other operating revenues and other income

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Investment income

Investment income is recognized as and when the right to receive the same is established.

Handling fee income

Handling fee income is recognized in the period in which the services are rendered.

Commission income and management income

Commission income is recognized when the services are rendered.

Dividend income

Dividend income is recognized when the right to receive payment is established.

Rental income

Rental income is recognized when services are rendered and same becomes chargeable. Service Income comprises amounts billed for leasing out the property and other support services rendered to entities in accordance with terms of agreements entered into with them.

Export incentives

Export incentives are recognized as income when the Company is entitled to the incentive as per the terms of the scheme in respect of the exports made and where it is probable that the Company will collect such incentive proceeds.

Any other income is recognized on an accrual basis.

i) Inventories

Inventories are measured at the lower of cost and net realisable value

The cost of inventories is based on the First-In, First-Out (FIFO) principle and include expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of work in progress cost include an appropriate share of production overhead based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

j) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease terms and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate

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at the lease commencement date of the relevant component, where such lease exists, because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short term leases

the Group applies the short-term lease recognition practical expedient to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element,

to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the Statement of Profit and Loss so as to provide a constant periodic rate of charge over the lease terms.

k) Employee benefits

Short-term employee benefits: All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. When an employee has rendered service to the Group during an accounting period, the Group recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense unless another Ind AS requires or permits the inclusion of the benefits in the cost of an asset. Benefits such as salaries, wages and short-term compensated absences, bonus and ex-gratia etc. are recognised in Statement of Profit and Loss in the period in which the employee renders the related service.

Defined contribution plan: A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution scheme and contributions paid / payable are recognised as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Defined benefit plan: A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Group accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities.

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Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other Comprehensive Income in the Statement of Profit and Loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

- **In case of foreign subsidiaries**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The calculation is performed annually by a qualified actuary using the projected unit credit method.

Other long-term benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/ losses, if any, are recognised immediately in the Statement of Profit and Loss.

Share based Compensation

The Group has equity-settled share-based remuneration plans for its employees. Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to equity. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

For cash-settled share-based payments, the fair value of the amount payable to employees is recognised as employee benefits expense with a corresponding increase in liabilities, over the vesting period. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expense.

The Group has created an Employee Benefit Trust for providing share-based payment to its employees. The Group uses the Trust as a vehicle for distributing shares to employees under the employee remuneration schemes. The Trust buys shares of the Group from the market, for giving shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares. Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are satisfied with treasury shares.

l) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of;

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;
- a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

Summary of material accounting policies and other explanatory information

m) Financial instruments

i) Recognition and initial measurement

The Group initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

ii) Classification and subsequent measurement

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the

Balance Sheet date, the carrying amounts approximate fair value due to the nature of these instruments.

Investment in equity shares / reference shares in joint venture and associates is carried at cost in the financial statements.

iii) Derecognition

Financial assets

A financial asset (or, where applicable, a part of a financial asset) is derecognised (i.e. removed from the Group's Balance Sheet) when:

- (i) The contractual rights to receive cash flows from the asset has expired, or
- (ii) The Group has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

v) Impairment of financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial

Summary of material accounting policies and other explanatory information

assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit and Loss.

n) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in statement of profit and loss. Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

o) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

"All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are

categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

p) Taxes

Income tax comprises current and deferred tax. It is recognised in the Statement of Profit or Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period in the respective jurisdiction/country. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are

Summary of material accounting policies and other explanatory information

recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset

if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

q) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash balance on hand, cash balance at banks and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management. (If any)

r) Earnings per share (EPS)

In determining earnings per share, the Group considers the net profit after tax and includes the post tax effect of any extra ordinary items.

- Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating diluted earning per share, the number of shares comprises of weighted average shares considered for deriving basic earning per share and also the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. A transaction is considered to be antidilutive if its effect is to increase the amount of EPS, either by lowering the share count or increasing the earnings.

s) Segment reporting

The Group has the policy of reporting the segments in a manner consistent with the internal reporting provided to the Chief Decision Maker. The Chief Decision Maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Notes to the Consolidated Financial Statements

as at March 31, 2024

Note 4 : Property, plant and equipment

Particulars	(All amounts in ₹ lakhs, unless otherwise stated)									
	Freehold land	Buildings	Plant and machinery	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipments	Computers	Right to use assets	Total
Gross Carrying Value										
Balance as at April 01, 2022	917.84	11,037.00	10,819.63	6,960.52	3,932.84	1,303.56	9,379.02	1,946.76	18,357.92	64,655.09
Additions/ transfers during the year	60.99	288.94	1,046.77	1,295.48	808.08	0.41	1,718.92	337.52	3,577.19	9,134.30
Disposals during the year	-	(16.02)	(3.33)	(1,022.78)	(396.97)	(209.08)	(569.91)	(24.18)	(93.42)	(2,335.70)
Lease modification	-	-	-	-	-	-	-	-	40.73	40.73
Effect of changes in exchange rates	(111.98)	(514.74)	(994.93)	(743.87)	(55.30)	40.70	(301.58)	(31.83)	(235.50)	(2,949.04)
Balance as at March 31, 2023	866.85	10,795.18	10,868.14	6,489.35	4,288.65	1,135.59	10,226.45	2,228.27	21,646.92	68,545.38
Additions/ transfers during the year	22.04	401.36	1,365.20	810.49	637.87	440.69	778.94	405.24	3,206.12	8,067.96
Disposals during the year	-	-	(1.53)	(61.56)	(12.44)	(86.04)	(17.13)	(38.75)	-	(217.45)
Effect of changes in exchange rates	(13.89)	4.19	78.19	78.27	30.51	9.96	82.98	14.85	374.74	659.80
Balance as at March 31, 2024 (A)	875.00	11,200.73	12,310.00	7,316.55	4,944.59	1,500.21	11,071.24	2,609.61	25,227.79	77,055.67
Accumulated depreciation										
Balance as at April 01, 2022	-	2,508.15	4,336.49	4,218.09	2,385.36	833.55	6,665.64	992.10	6,778.08	28,717.46
Depreciation charge for the year	-	527.15	784.35	665.77	595.42	72.34	1,270.13	268.03	3,304.65	7,487.85
Disposals during the year	-	(16.02)	(1.12)	(937.50)	(464.63)	(138.68)	(549.44)	(1.99)	(145.78)	(2,255.15)
Effect of changes in exchange rates	-	51.27	(276.51)	(601.56)	66.03	80.58	51.90	(53.24)	275.05	(406.48)
Balance as at March 31, 2023	-	3,070.55	4,843.21	3,344.81	2,582.18	847.79	7,438.23	1,204.90	10,212.00	33,543.68
Depreciation charge for the year	-	520.89	946.87	716.58	736.49	109.16	1,067.12	366.87	4,127.31	8,591.30
Disposals during the year	-	-	(0.72)	(3.50)	-	(22.83)	(2.40)	(30.00)	-	(59.45)
Effect of changes in exchange rates	-	1.44	65.81	67.69	24.87	7.12	72.89	8.39	315.28	563.50
Balance as at March 31, 2024 (B)	-	3,592.88	5,855.17	4,125.58	3,343.54	941.24	8,575.85	1,550.16	14,654.60	42,639.03
Net book value										
Balance as at March 31, 2024 (A - B)	875.00	7,607.85	6,454.83	3,190.97	1,601.05	558.97	2,495.39	1,059.45	10,573.19	34,416.64
Balance as at March 31, 2023	866.85	7,724.63	6,024.94	3,144.54	1,706.47	287.80	2,788.22	1,023.37	11,434.92	35,001.70

The buildings is situated in Hong Kong (Norwest Industries Limited, a subsidiary of the company), are pledged to secure the general banking facilities granted to the Norwest Industries Limited and subsidiaries of the Group. The details are as follows:

Particulars	As at	
	March 31, 2024	March 31, 2023
Gross carrying value	3,909.04	3,839.49
Less: Accumulated depreciation	1,333.55	1,233.04
Net book value	2,575.49	2,606.45

(i) The Company does not have immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 5 : Capital work in progress

Particulars	As at March 31, 2024	As at March 31, 2023
Balance in the beginning of the year	415.65	313.59
Addition during the year	11,033.72	193.39
Capitalisation during the year	(115.12)	(107.55)
Foreign exchange fluctuation	126.79	16.22
Balance as at the year end	11,461.04	415.65

Ageing of Capital work in progress

Particulars	March 31, 2024				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	11,160.51	209.62	90.91	-	11,461.04
Projects temporarily suspended	-	-	-	-	-
	11,160.51	209.62	90.91	-	11,461.04

Particulars	March 31, 2023				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	209.62	206.03	-	-	415.65
Projects temporarily suspended	-	-	-	-	-
	209.62	206.03	-	-	415.65

*There are no projects in progress under 'Capital work in progress' whose completion is overdue or has exceeded its cost compared to its original plan.

Note 6 : Investment property

Particulars	Freehold land	Building	Total
Gross carrying amount			
Balance as at April 01, 2022	68.81	4,838.89	4,907.70
Additions during the year	-	202.08	202.08
Disposals during the year	-	(2,254.93)	(2,254.93)
Foreign exchange fluctuation	-	(131.09)	(131.09)
Balance as at March 31, 2023	68.81	2,654.95	2,723.76
Additions during the year	-	151.49	151.49
Balance as at March 31, 2024	68.81	2,806.44	2,875.25
Accumulated depreciation			
Balance as at April 01, 2022	-	420.68	420.68
Disposals during the year	-	(153.51)	(153.51)
Depreciation charge for the year	-	51.18	51.18
Foreign exchange fluctuation	-	(70.59)	(70.59)
Balance as at March 31, 2023	-	247.76	247.76
Depreciation charge for the year	-	65.09	65.09
Balance as at March 31, 2024	-	312.85	312.85
Net book value			
Balance as at March 31, 2024	68.81	2,493.59	2,562.40
Balance as at March 31, 2023	68.81	2,407.19	2,476.00

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

a) Fair value

Particulars	Freehold land	Building	Total
Balance as at March 31, 2024	4,672.10	2,601.20	7,273.30
Balance as at March 31, 2023	3,806.25	1,961.86	5,768.11

b) Information regarding income and expenditure pertaining to investment properties of the Group is as under:

Particulars	As at March 31, 2024	As at March 31, 2023
Rental Income derived from investment property	357.69	398.03
Less: Direct operating expenses	305.43	209.23
Profit arising from investment property before depreciation	52.26	188.80
Less: Depreciation	65.09	51.18
Profit arising from investment property	(12.83)	137.62

c) Minimum lease rent receivable: In respect of investment property of the Group given on lease, the future minimum lease payments receivable for non-cancellable period is as under:

Particulars	As at March 31, 2024	As at March 31, 2023
Not later than 1 year	125.94	35.94
Later than 1 year but not later than 5 years	195.07	50.92
Total	321.01	86.86

d) The above schedule of investment property includes :

- Property of the Company situated at Udyog Vihar, Gurugram, Haryana in India. The investment property comprises two class of assets - Land and Building - based on the nature, characteristics and risks of the property. The fair value of investment property is ₹7,273.20 (31 March 2023: ₹5,768.11) and the same has been determined by an external independent registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. Fair valuation of investment property is based on the direct comparison approach for land and depreciated replacement cost method for built up structure. The fair value measurement is categorized in Level 3 of fair value hierarchy.
- As at March 31, 2024 the investment property is pledged to secure the general banking facilities granted to the Bajaj Finance Limited.

Note 7 : Goodwill

Particulars	Amount
Gross carrying amount	
Balance as at April 01, 2022	5,176.25
Acquisition of a subsidiary	2,335.45
Exchange difference	469.57
Balance as at March 31, 2023	7,981.27
Acquisition of a subsidiary	2,308.96
Exchange difference	116.91
Balance as at March 31, 2024	10,407.14

Allocation of goodwill to Cash Generating Units

Particulars	As at March 31, 2024	As at March 31, 2023
Poeticgem, Poeticgem International, Poetic Brands, Design Arc UK and Design Arc Asia	2,176.55	2,136.27
Simple Approach Limited	1,893.10	1,865.35
DBS Lifestyle India Private Limited	1,603.26	1,603.26
Nor Lanka Manufacturing Limited	967.78	953.60
Lilly and Sid Limited	667.23	657.45

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Upcycle labs Limited	557.94	549.76
Sunny up Limited	528.98	215.58
Sourcing Solutions BVBA	326.18	-
Infinity Fashion FZCO	259.17	-
PDS Radius Brands FZCO	294.40	-
Vivere London Limited	188.25	-
Wonderwall (F.E) Limited	944.30	-
	10,407.14	7,981.27

Impairment testing for Goodwill

For impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Company's operating segment. Goodwill is tested for impairment at least annually in accordance with the Company's procedure for determining the recoverable value of each CGU.

The recoverable amount of the CGU is determined on the basis of higher of value in use or fair value less cost of disposal (FVLCD). The recoverable amount of the CGU is determined based on the discounted cash flow approach, using the discount rate and terminal income growth rate from unobservable market data by an accredited independent valuer for the year ended March 31, 2024. The discount rate applied to the cash flow projections is within the range of 10.00%-25.00% and cash flows beyond the five-year period were extrapolated using a growth rate of 2.50%-7.00%. As at March 31, 2024, the estimated recoverable amount of the CGU exceeded its carrying amount. Reasonable sensitivities in key assumptions is unlikely to cause the carrying amount to exceed the recoverable amount of the cash generating units.

Note 8 : Intangible assets

The following table presents the reconciliation of changes in the carrying value of other intangible assets in the Group:

Particulars	Computer software	Trade marks	Total
Gross carrying amount			
Balance as at April 01, 2022	1,752.49	0.90	1,753.39
Add: Addition during the year	3,011.86	-	3,011.86
Disposals during the year	(500.63)	-	(500.63)
Exchange difference	50.88	-	50.88
Balance as at March 31, 2023	4,314.60	0.90	4,315.50
Add: Addition during the year	985.13	-	985.13
Disposals during the year	(203.80)	-	(203.80)
Exchange difference	50.90	-	50.90
Balance as at March 31, 2024	5,146.83	0.90	5,147.73
Amortisation			
Balance as at April 01, 2022	1,018.29	0.90	1,019.19
Add: Amortisation charge for the year	479.16	-	479.16
Exchange difference	(93.15)	-	(93.15)
Balance as at March 31, 2023	1,404.30	0.90	1,405.20
Add: Amortisation charge for the year	686.42	-	686.42
Exchange difference	18.57	-	18.57
Balance as at March 31, 2024	2,109.29	0.90	2,110.19
Net carrying value			
Balance as at March 31, 2024	3,037.54	-	3,037.54
Balance as at March 31, 2023	2,910.30	-	2,910.30

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 8A : Intangible assets under development

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Intangible assets under development	-	349.31
Total	-	349.31

Projects in progress	As at	As at
	March 31, 2024	March 31, 2023
Less than 1 year	-	349.31
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	-	349.31

Movement in intangible assets under development

Particulars	Total
Balance as at April 1, 2022	10.34
Add: Additions during the year	349.31
Less: Capitalised during the year	(10.34)
Balance as at March 31, 2023	349.31
Add: Additions during the year	-
Less: Capitalised during the year	(349.31)
Balance as at March 31, 2024	-

Note 9A : Investments

Particulars	As at March 31, 2024		As at March 31, 2023	
	Non-current	Current	Non-current	Current
Fair value through profit or loss (refer note 'a' below)				
Equity investments - refer note (i) and (vi) below	57.00	486.24	57.00	2,067.03
Debt investments - refer note (ii) below	-	880.23	-	3,237.80
Investment in convertible notes - refer note (iii) below	2,284.85	-	1,887.38	-
Investment in funds - refer note (iv) below	4,732.42	-	4,024.61	-
Other investments - refer note (v) below	3,134.74	-	2,990.27	-
Total (A)	10,209.01	1,366.47	8,959.26	5,304.83
Fair value through other comprehensive income				
Equity instruments (refer note 'b' below)	23,083.46	-	17,791.07	-
Total (B)	23,083.46	-	17,791.07	-
Total [C= (A+B)]	33,292.47	1,366.47	26,750.33	5,304.83

Note:

a) Financial assets at fair value through profit or loss:

- The above listed equity instruments as at March 31, 2024 and March 31, 2023 were classified as financial assets at fair value through profit or loss as they were held for trading.
- The above listed debt instruments and Investment in Funds as at March 31, 2024 and March 31, 2023 were classified as financial assets at fair value through profit or loss as they were held for trading.
- The convertible notes as at March 31, 2024 and March 31, 2023 were classified as financial assets at fair value through profit or loss as they held for trading.
- The funds as at March 31, 2024 and March 31, 2023 were classified as financial assets at fair value through profit or loss as as they held for trading.

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

- v) The above other investments were designated, upon initial recognition, as financial assets at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management and investment strategy, and information about the investments is provided on that basis to the Group's key management personnel. As at March 31, 2024, the Group's other investments with an aggregate carrying value of ₹3,134.74 (March 31, 2023: ₹2,990.27) were pledged to secure the general banking facilities granted to the Group.
- vi) The below mentioned equity investments as at March 31, 2024 were designated by the Group as financial assets at fair value through profit or loss and are stated at fair value

Particulars	As at March 31, 2024	As at March 31, 2023
Equity investments, at fair value		
Parc designs private limited 570,000 equity shares of ₹10 each (March 31, 2022: 570,000) equity shares of ₹10 each	57.00	57.00
Investment in equity shares of listed companies	486.24	2,067.03
Total	543.24	2,124.03

b) Financial assets at fair value through other comprehensive income:

Equity investments, at fair value

Name of the investee entity	Investment instrument	As at March 31, 2024	As at March 31, 2023
Alacrity Law Limited	Equity Shares	346.50	208.30
Atterley.Com Holding Limited	Equity Shares	538.59	785.61
Brand Kreations Limited	Equity Shares	1,881.19	1,067.99
Cerebra Technologies, Inc.	Preference shares	57.05	112.35
Ethical Fashion Group Limited	Equity Shares	198.96	170.68
Fertifa Limited	Equity Shares	145.43	105.78
Good On You Pty Limited	Equity Shares	214.70	169.81
Hydrocotton Limited	Equity Shares	5,940.01	3,783.96
M-Xr Limited	Equity Shares	158.83	153.45
Style Theory Private Limited	Compulsory convertible preference shares	71.50	84.44
Symbioco Limited	Equity Shares	304.98	294.65
War Paint Men'S Grooming Limited	Equity Shares	136.90	132.26
Clinova Limited	Equity Shares	653.80	642.21
Juhu Exchange Limited	Preference Shares	315.51	277.60
Bedfolk Limited	Equity Shares	460.58	444.98
Big Thinx, Inc.	Equity Shares	1,920.13	334.21
Fabacus Holdings Limited	Equity Shares	103.23	-
Brandlab 360 Inc	Equity Shares	77.46	74.83
Brawn Power Limited	Equity Shares	71.68	130.49
Co Commerce Shopping Platdorm Limited	Equity Shares	249.82	252.71
By Rotation Limited	Equity Shares	52.94	51.15
City Brands Limited	Equity Shares	52.97	51.17
Coat Trading Limited	Equity Shares	81.90	166.76
Fable Home Inc.	Equity Shares	1,063.43	1,068.47
Lukla Inc	Equity Shares	208.51	-
Haeckels Limited	Equity Shares	290.13	280.30
Hide Biotech Limited	Equity Shares	76.88	51.15
Kavida Technologies Limited	Equity Shares	198.00	42.62
Love The Sales Limited	Equity Shares	576.36	656.28
Maude Group Inc.	Equity Shares	645.22	652.69
Ray Studios Limited	Equity Shares	63.63	63.84
Asian Court Holding Inc.	Equity Shares	123.85	108.58
To The Marekt Inc.	Equity Shares	477.62	268.75
True Capital - Zwift LP Share	Equity Shares	389.87	715.75

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the investee entity	Investment instrument	As at March 31, 2024	As at March 31, 2023
Unmind Limited	Equity Shares	146.66	204.74
Zen Industries Limited	Equity Shares	199.46	525.89
Monolith AI Limited	Preference shares	213.99	176.97
Buzz Solutions, Inc	Preference shares	219.87	149.77
Unspun Limited	Preference shares	167.32	192.74
Viabot, Inc	Equity Shares	136.93	128.26
Arpalus Limited	Equity Shares	27.67	27.99
Satis.ai.Limited	Equity Shares	-	38.36
Inde Wild Inc	Equity Shares	134.68	134.74
Urban Legend Inc	Equity Shares	65.29	76.39
Awe Inspired Inc	Equity Shares	419.21	424.07
Shell Works Inc	Equity Shares	205.23	165.20
Colorfix Limited	Preference shares	275.63	337.53
Smartex corporation	Preference shares	282.43	220.77
Joanna Dai Inc	Equity Shares	-	153.45
IVY Connect, Inc	Preference shares	8.05	82.18
Fabacus holding limited	Equity Shares	480.95	236.27
Evrnu, SPC	Equity Shares	306.69	216.58
10 Club Pte Limited	Preference shares	166.81	207.91
Sheep Inc	Equity Shares	273.16	263.91
Bonnet Limited - TRUE	Equity Shares	-	176.97
BioFluff Inc	Equity Shares	-	41.09
Warpyf holdings Inc	Equity Shares	-	205.46
Regeneration SRL	Equity Shares	45.26	-
Angel Hub - Cerqular	Equity Shares	20.85	-
Sereto Limited	Equity Shares	66.02	-
COCO Inc	Equity Shares	52.94	-
Nefa Holdings Inc	Equity Shares	22.63	-
Gaudy Food Inc	Equity Shares	271.76	-
Seachange Inc	Equity Shares	158.83	-
Sparxell Inc	Equity Shares	105.89	-
Dyecycle Inc	Equity Shares	89.99	-
PolyOps, Inc (Cerebra)	Equity Shares	56.71	-
Oxyway Limited	Equity Shares	211.77	-
Frontier Knitters Private Limited	Equity Shares	102.62	-
Total		23,083.46	17,791.07

Note: The Group has designated the above investments as financial assets at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

Note 9B : Investments accounted for using the equity method

Particulars	As at March 31, 2024	As at March 31, 2023
Interest in joint ventures (refer note 'a' below)	10,041.55	9,573.47
Interest in associates (refer note 'b' below)	1,006.47	207.04
Total	11,048.02	9,780.51

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

a) Investment in Joint ventures

Name	Investment details	Place of registration	Percentage of voting rights	Carrying value		Principal activities
				March 31, 2024	March 31, 2023	
Redwood Internet Ventures Limited*	NA	Hong kong	-	-	-	
Digital Internet Technologies Limited	Registered capital of USD 10,000	Hong kong	50%	-	-	E-commerce
Digital Ecom Techno Private Limited	Authorised share capital of ₹100.00	India	50%	110.58	10.26	
Yellow Octopus EU SA (Joint stock)	Registered capital of PLN 100,000 (₹19.01)	Poland	50%	9,930.97	9,563.21	
Yellow Octopus Ventures FZCO	Registered capital of AED 10,000 (₹2.27)	United Kingdom	50%			
Yellow Octopus - UK Limited	Registered capital of GBP 10,000 (₹10.14)	United Kingdom	50%			Trading of garment products
Yellow Octopus Technologies Sp Zoo*	NA	Poland	-	-	-	
One stop Shop Solution Sp. z o.o. *	NA	Poland	-	-	-	
One Stop Shop Solutions Sp Zoo*	NA	Poland	-	-	-	

*During the year, these companies has been dissolved.

b) Investment in associates

Name	Amount of investment	Place of registration	Percentage of voting rights	Carrying value		Principal activities
				March 31, 2024	March 31, 2023	
Loop Digital Wardrobe Limited	GBP 200,000 (₹202.78)	United Kingdom	34.00%	128.12	159.84	
GWD Enterprises Limited	USD 800,070 (₹657.52)	United Kingdom	25.00%	-	-	Trading of garments
Sourcing Solutions BVBA*	NA	Belgium	-	-	47.20	
Reflaunt Pte Limited	USD 750,000 (₹616.37)	Singapore	50.00%	-	-	Trading of garments on e-commerce platform
Nobleswear Private Limited^	USD 1,040,000 (₹850.81)	Sri Lanka	26.00%	862.55	-	Manufacturing & Trading of garments
Mambo Leisure Masters Limited^	GBP 15,000 (₹15.79)	United Kingdom	20.00%	15.79	-	Ownership and licencing of intellectual property

*During the year, company has become subsidiary.

^During the year, company acquired stake in the entity.

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 10 : Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current (unsecured, considered good)		
Security deposits (refer to note 'a' below)	14.78	0.01
Deposits with remaining maturity of more than 12 months (refer to note 'b' below)	331.01	-
Others	680.39	165.25
Total (A)	1,026.18	165.26
Current (unsecured, considered good)		
Security deposits (refer to note 'a' below)	2,095.66	1,959.68
Interest accrued but not due	371.22	290.23
Dues from related party (refer note 36)	1,420.39	2,914.78
Derivative financial instruments (refer note 38)	149.07	55.64
Others	4,938.41	2,443.25
Unbilled revenue	523.26	971.85
Total (B)	9,498.01	8,635.43
Total (A+B)	10,524.19	8,800.69

- a) The Group has determined its security deposits are not in the nature of loans and accordingly have been classified as part of other financial assets.
- b) Fixed deposits with a carrying amount of ₹1.00 (March 31, 2023: ₹1.00) are pledged with the government authorities.

Note 11 : Other assets

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Capital advances	150.86	77.12
Advances recoverable in cash or in kind		
- From others	-	0.01
Total (A)	150.86	77.13
Current		
Balance with government authorities	729.93	735.58
Prepaid expenses	6,629.09	4,533.97
Advances to suppliers	5,519.04	5,889.96
Advances to employees	2,327.18	883.73
Total (B)	15,205.24	12,043.24
Total (A+B)	15,356.10	12,120.37

Note 12: Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials	13,992.98	10,239.75
Work in progress	5,057.11	5,065.05
Finished goods	8,605.97	6,464.73
Goods-in-transit*	5,207.77	3,804.68
Total	32,863.83	25,574.21

Note: Write-downs of inventories to net realisable value on account of slow moving and obsolete items amounted to ₹211.70 (March 31, 2023: ₹2,020.49). These were recognized as an expense/reversal of expense respectively during the year and were included in cost of material consumed.

*Goods-in-transit includes finished goods.

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 13 : Trade receivables

Particulars	As at	As at
	March 31, 2024	March 31, 2023
(a) Trade receivable considered good - secured	-	-
(b) Trade receivable considered good - unsecured	1,67,713.55	97,843.44
(c) Trade receivable which have significant increase in credit risk	-	-
(d) Trade receivable - credit impaired	1,613.84	625.18
	1,69,327.39	98,468.62
Less: Allowance for expected credit loss	1,613.84	625.18
Total	1,67,713.55	97,843.44

- a) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.
- b) The above allowance for expected credit loss as on March 31, 2024 amounting to ₹1,613.84 (March 31, 2023: ₹625.18) relates to receivable balances from the customers of the subsidiaries namely PDS Asia Star Limited, Norwest Industries Limited, Poeticgem Limited, Poetic Brands, PDS Lifestyle UK Limited and Techno Design GMBH.
- c) Trade receivables are generally on terms of ranging between 90 to 135 days.

e) Trade receivable ageing schedule:

Particulars	March 31, 2024						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	1,11,061.43	53,148.77	1,930.14	145.02	0.64	1,427.55	1,67,713.55
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	1,613.84	-	-	-	-	1,613.84
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	1,11,061.43	54,762.61	1,930.14	145.02	0.64	1,427.55	1,69,327.39
Less:- Allowance for expected credit loss							1,613.84
Total (B)							1,613.84
Total (A+B)	1,11,061.43	54,762.61	1,930.14	145.02	0.64	1,427.55	1,67,713.55

Particulars	March 31, 2023						Total
	Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	80,082.24	15,709.27	522.96	1.58	1,527.39	-	97,843.44
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	625.18	-	-	-	-	625.18
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	March 31, 2023						Total
	Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
	80,082.24	16,334.45	522.96	1.58	1,527.39	-	98,468.62
Less:- Allowance for expected credit loss							625.18
Total (B)							625.18
Total (A+B)	80,082.24	16,334.45	522.96	1.58	1,527.39	-	97,843.44

Note 14 : Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks:		
- Current account*	46,061.21	50,975.30
Cash on hand	87.43	149.57
Total	46,148.64	51,124.87

Note:

At March 31, 2024, the cash and bank balances of the Group denominated in RMB amounted to ₹224.54 (March 31, 2023: ₹467.60). RMB is not freely convertible into another currencies, however, under mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

*includes funds in transit amounting to ₹2,576.08 as at March 31, 2024 (March 31, 2023: ₹1,732.95) pertaining to PDS Limited, Norwest Industries Limited, GoodEarth Apparels Limited Poeticgem International Limited, PG Group Limited & Techno Design Hong kong Limited.

*Cash and cash equivalents as at March 31, 2024 and March 31, 2023 include restricted cash and bank balances pertaining to following:

Particulars	As at March 31, 2024	As at March 31, 2023
bank account held by ESOP trust controlled by the Company	161.36	102.32
balance in unpaid dividend account	113.57	-
	274.93	102.32

Note 15 : Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked balances for share fraction account	1.15	1.15
Deposits with original maturity of more than 3 months but less than 12 months (refer note 'a' below)	22,258.57	21,786.68
Total	22,259.72	21,787.83

- a) Deposits amounting to March 31, 2024 ₹13,884.16 (March 31, 2023: ₹17,119.61) are pledged to secure the general banking facilities granted to the Norwest Industries Limited and subsidiaries. The pledged time deposits are deposited with creditworthy banks with no recent history of default.

Note 16 : Share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
25,00,00,000 (March 31, 2023: 14,00,00,000) equity shares of ₹ 2/- each*	5,000.00	2,800.00
	5,000.00	2,800.00
Issued, subscribed and paid up		
13,17,36,551 (March 31, 2023: 13,07,95,495) equity shares of ₹ 2/- each*	2,634.73	2,615.91
	2,634.73	2,615.91

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

a) Reconciliation of issued and subscribed share capital:

Particulars	No. of shares*^	Amount
Balance as at April 1, 2022	13,02,12,395	2,604.25
Add: Issued during the year#	6,94,100	13.88
Less: Treasury shares#	(1,11,000)	(2.22)
Balance as at March 31, 2023	13,07,95,495	2,615.91
Add: Issued during the year#	9,75,419	19.51
Less: Treasury shares#	(34,363)	(0.69)
Balance as at March 31, 2024	13,17,36,551	2,634.73

#During the year ended March 31, 2024, Company has issued 9,75,419 equity shares (March 31, 2023 : 6,94,100) to the employees who have exercised stock option as per employee stock option scheme 2021. Further, the Company has purchased 43,419 equity shares (March 31, 2023: 1,11,000 equity shares) through the ESOP trust.

The ESOP trust has transfer 9,056 equity shares (March 31, 2023: NIL) from ESOP trust to employees who exercised there option as per stock option scheme 2021.

b) The Company has not issued any bonus shares or any shares for consideration other than cash during five years immediately preceding March 31, 2024.

*Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on July 29, 2022, each equity share of face value of ₹10/- per share has been subdivided into 5 (five) equity shares of face value of ₹2/- per share.

c) Terms/ rights attached to equity shares:

- The Company has only one class of equity share having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares^	Holding %	No. of shares^	Holding %
Mrs. Payal Seth	6,96,26,570	52.79%	6,93,76,210	52.99%
Mr. Deepak Seth	1,57,78,670	11.96%	1,57,78,670	12.05%
Mr. Sanjiv Dhireshbhai Shah	68,41,968	5.19%	80,91,830	6.31%

e) Details of shareholding of Promoters:

Particulars	As at March 31, 2024		
	Number of shares^	% of total shares	% change during the year
Mrs. Payal Seth	6,96,26,570	52.79%	0.36%
Mr. Deepak Seth	1,57,78,670	11.96%	0.00%
Mr. Pallak Seth	13,94,190	1.06%	0.00%
Pearl Global Industries Limited	-	0.00%	-100.00%
Mrs. Shefali Seth	-	0.00%	-100.00%
NIM International Commerce LLP	-	0.00%	-100.00%
Mr. Pulkit Seth	-	0.00%	-100.00%

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		
	Number of shares [^]	% of total shares	% change during the year
Mrs. Payal Seth	6,93,76,210	52.99%	0.00%
Mr. Deepak Seth	1,57,78,670	12.05%	0.00%
Mr. Pallak Seth	13,94,190	1.06%	0.00%
Pearl Global Industries Limited	2,49,995	0.19%	0.00%
Mrs. Shefali Seth	180	0.00%	0.00%
NIM International Commerce LLP	180	0.00%	0.00%
Mr. Pulkit Seth	5	0.00%	0.00%

[^]The number of shares are given in absolute numbers.

Note 17 : Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Securities premium reserve (refer note (i) below)	3,418.46	1,134.94
Capital reserve (refer note (ii) below)	26,214.22	26,214.22
Restricted reserve (refer note (iii) below)	664.52	664.52
Other reserve (refer note (iv) below)	(16,327.09)	(10,412.88)
Retained earnings (refer note (v) below)	71,884.12	62,974.15
Foreign currency translation reserve (refer note (vi) below)	19,607.06	16,917.64
Effective portion of cash flow hedge (refer note (vii) below)	(139.06)	(80.88)
Financial instruments through other comprehensive income (refer note (viii) below)	5,336.77	2,491.32
Treasury shares (refer note (ix) below)	(521.91)	(402.90)
Stock based payment reserve (refer note (x) below)	4,025.90	3,565.19
Remeasurement of defined benefit plan (refer note (xi) below)	(147.96)	(313.40)
	1,14,015.03	1,02,751.92

Note: For details, refer 'the Statement of Changes in Equity'

- i) Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act
- ii) During acquisition of a subsidiary, the excess of consideration received, over the net assets is treated as capital reserve.
- iii) Restricted reserve was created on account of redemption of preference shares made in a subsidiary in FY 2016. Such reserve is in the nature of 'Capital redemption reserve' and can be used for the issue of bonus shares.
- iv) Other reserves comprise gain or loss on change in proportion of equity interest held by non controlling interests that do not result in a change in control.
- v) Retained earnings are the profits that the Group earned till date, less any transfers to general reserve, dividends or other distribution paid to shareholders.
- vi) Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve.
- vii) The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges.
- viii) This represents the cumulative gains and losses arising on the revaluation of financial instruments measured at fair value through other comprehensive income that have been recognized in other comprehensive income.
- ix) This represent the own equity instruments that are reacquired [treasury shares] and are recognised at cost and disclosed as deducted from equity.

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

- x) The group has established share based payment plans for certain categories of employees of the group. (refer note 48 for further details on these plans.)
- xi) This represents the cumulative balances of actuarial gain or loss arising on remeasurements of defined benefit plan is accumulated and recognised within this component of other comprehensive income. Items included in actuarial gain or loss reserve will not be reclassified subsequently to statement of profit and loss.

Details of dividend distributions proposed:

Particulars	As at March 31, 2024	As at March 31, 2023
Proposed dividend on equity shares:		
Proposed dividend: ₹3.15/- per equity share of ₹2/- each (March 31, 2023: ₹2.60/- per equity share of ₹2/- each)	4,149.70	3,400.68
Total proposed dividend on equity shares	4,149.70	3,400.68

Proposed dividend on equity shares is subject to approval by shareholders at the Annual General Meeting and had not been included as a liability in these consolidated financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares.

Note 18 : Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Secured loan		
- Term loan from bank (refer note b(i) below)	4,966.29	208.74
Less: Current maturities of long term borrowings	(416.67)	(15.53)
Total (A)	4,549.62	193.21
Current		
Secured loan		
- From banks (refer note 'd' below)	74,666.73	56,538.17
- Bank overdraft (refer note b(ii) and (iii) below)	13,365.60	2,557.56
- Import Loan (refer note b(v) below)	978.81	616.60
- Vehicle loan from bank (refer note b(iv) below)	-	4.78
- Current maturities of long term borrowings	416.67	15.53
Unsecured loan		
- From directors (refer note c below)	312.65	148.97
Total (B)	89,740.46	59,881.61
Total (A+B)	94,290.08	60,074.82

a) For interest rate and liquidity risk related disclosures, refer note 41.

b) The terms and nature of the loans are:

- (i) (i) Long term loan of ₹ 5,000.00 (March 31, 2023 - Nil) taken by the Company from Bajaj Finance Limited, is guaranteed by lien marked on property located at Plot no. 222, Udyog Vihar, Phase 1, Gurugram - 122022. The tenor of the loan is 84 months (12 months moratorium) and it carries rate of interest of 9.75% per annum (March 31, 2023 - Nil). The date of first installment is due on October 5, 2024 and the date of maturity is July 5, 2030.
- (ii) Bank overdraft limit of ₹350.00 (March 31, 2023 - ₹350.00) taken by the Company from Axis Bank is guaranteed by lien marked on the fixed deposit. The loan is repayable on demand and it carries rate of interest of 9.25% per annum (March 31, 2023 - 9.25% per annum).

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- (iii) Bank overdraft limit of ₹9,899.57 (March 31, 2023 - ₹NIL) taken by the New Lobster Limited from HSBC Bank UK is secured by a charge on assets of New Lobster Limited. The loan is repayable on demand and it carries rate of interest of 9.25% per annum (March 31, 2023 - NIL).
- (iv) Bank overdraft limit of ₹4,050.22 (March 31, 2023 - ₹2,715.83) taken by the Norwest Industriest Limited and its subsidiaries is secured by a charge on assets of Norwest Industriest Limited and its subsidiaries. The loan is repayable on demand. For rate of interest refer note d(iv) below.
- (v) Bank overdraft limit of ₹2,632.01 (March 31, 2023 - ₹2,534.72) taken by the Poeticgem Limited is secured by a charge on assets of Poeticgem Limited. The loan is repayable on demand and it carries rate of interest of Base rate + 2%.
- (vi) Vehicle loan
- Vehicle loan of ₹27.00 taken by the Company, from Axis Bank, during the year ended March 31, 2019 was secured against hypothecation of the respective vehicle. The applicable rate of interest is 8.80% per annum (March 31, 2023: 8.80% per annum). The loan was repayable in 60 monthly instalments and has been completely repaid during the current year.
- (vii) Import loan facility of ₹2,000.00 (March 31, 2023 - ₹2,000.00) taken by the Company is guaranteed by Stand By Documentary Credit (SBDC) documents of its step down subsidiary, Norwest Industries Limited with HSBC Hong Kong. The maximum tenor of term loan is 180 days and the rate of interest is fixed based upon the prevalent bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI guidelines of the appropriate tenor.
- c) Unsecured loan from director pertains to loan taken from the director by DBS Lifestyle India Private Limited. The said loan are repayable on demand and carries no rate of interest.
- d) **Others:**
- i) The Group's interest-bearing bank borrowings are secured by certain of the Group's investment properties, time deposits, and unlisted investments with an aggregate carrying amount of approximately ₹23,257.74 (March 31, 2023: ₹23,477.68) and guaranteed by the immediate holding company, fellow subsidiaries, and directors of the Company.
- ii) In case of banking facilities of Simple Approach Limited, Zamira fashions Limited, Techno Design HK Limited, PDS Asia Star Limited, Poeticgem International Limited, GoodEarth Apparels Industries Limited and Progress Manufacturing Group Limited, PG Group the banking facilities are secured by fellow subsidiaries' corporate guarantee, directors' personal guarantee, life insurance policy, bank guarantee and fellow subsidiary's properties
- (iii) Interest an repayment details of secured loans from banks are as follows:

a) PDS Asia star limited

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Trust receipt loans (refer note d(i) and (ii) above)	5,049.54	-	"BFR +1.75% p.a SOFR +2.15% p.a"	NA	Repayment within 90 days

b) Simple Approach Limited

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Trust receipt loans (refer note d(i) and (ii) above)	14,513.38	13,736.55	"Bank prime rate+1.50% p.a to 1.75% p.a SOFR+2.15%p.a BFR +1.75% p.a"	"Bank prime rate+1.50% p.a SOFR+2.15%p.a BFR +1.75% p.a"	Repayment within 90 days

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c) Zamira Fashions Limited

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Trust receipt loans (refer note d(i) and (ii) above)	3,357.59	3,003.55	Bank prime rate+1.75% p.a Bank funding rate+1.75%p.a SOFR+2.15% p.a	Bank prime rate+1.75% p.a Bank funding rate+1.75%p.a SOFR+2.15% p.a	Repayment within 90 days

d) Poeticgem International Limited

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Trust receipt loans (refer note d(i) and (ii) above)	6,274.41	6,199.70	Bank funding rate+1.75%p.a SOFR+1.50%p.a SOFR+2.15% p.a	Bank funding rate+1.75%p.a SOFR+1.50%p.a SOFR+2.15% p.a	Repayment within 90 days

e) Techno Design HK Limited

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Trust receipt loans (refer note d(i) and (ii) above)	8,859.97	5,991.23	Bank prime rate+1.75% p.a Bank funding rate+1.75%p.a SOFR+2.15% p.a	Bank prime rate+1.75% p.a Bank funding rate+1.75%p.a SOFR+2.15% p.a	Repayment within 90 days

f) Progress Manufacturing Group Limited

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Trust receipt loans (refer note d(i) and (ii) above)	6,291.26	5,563.58	SOFR+2.15% p.a.	SOFR+2.15% p.a.	Repayment within 90 days

g) Norwest Industries Limited and its subsidiaries

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Trust receipt loans (refer note d(i) and (ii) above)	29,970.58	21,693.56	COF ^{^^} +1.75%, USD SOFR*+1.75%, HIBOR [^] +2% USD SOFR*+3.5% USD SOFR*+2.15%,	COF ^{^^} +2.00%, COF ^{^^^} +1.75% p.a, LIBOR [#] +2% SOFR ^{***} +3.5% USD SOFR*+2.15%,	Repayable on demand

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(All amounts in ₹ lakhs, unless otherwise stated)

h) PDS Limited

Entity name	Carrying amount		Interest rates		Repayable terms
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Short- term loan (refer note 'iv' below)	350.00	350.00	prevalent bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI guidelines	10.25%	Repayable within 89 days.

London Interbank Offered Rate ("LIBOR")

##Risk free rate ("RFR")

^Hong Kong Interbank Offered Rate ("HIBOR")

^^ Intesa Sanpaolo S.P.A.'s Cost of Funds ("COF")

^^^BNP Paribas cost of fund ("COF")

^^^ BNP PARIBAS's Funding Rate ("BFR")

^^^^Euro Interbank Offered Rate ("EURIBOR")

*HSBC Secured Overnight Financing Rate ("SOFR")

***UCO bank secured overnight financing rate ("SOFR")

****Benchmark Prime Lending Rate ("BPLR")

**HSBC GBP Sterling Overnight Index Average ("SONIA")

- iv) Guaranteed by Stand By Documentary Credit (SBDC) documents of its step down subsidiary, Norwest Industries Limited with HSBC Hong Kong.

Note 19 : Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Security deposit received (refer to note 'a' below)	176.64	82.45
Total (A)	176.64	82.45
Current		
Interest accrued but not due on borrowings from bank	37.19	0.25
Security deposit received	-	2.31
Derivative financial instruments (refer note 38)	298.20	69.01
Dues to employees	3,677.54	3,659.85
Share based payment liability (refer note 48)	659.50	386.71
Unclaimed dividend (refer to note 'b' below)	113.53	-
Due to related party (refer note 36)	-	151.09
Total (B)	4,785.96	4,269.22
Total (A+B)	4,962.60	4,351.67

- a) The Group has determined its security deposits are not in the nature of borrowings and accordingly have been classified as part of other financial liabilities.
- b) It does not include any amount due and outstanding, to be credited to investor education and protection fund.

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 20 : Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Gratuity and other defined benefit plans (refer note 35)	2,801.91	2,222.41
Total (A)	2,801.91	2,222.41
Current		
Provision for compensated absences	1,256.52	1,252.87
Gratuity and other defined benefit plans (refer note 35)	426.99	272.37
Total (B)	1,683.51	1,525.24
Total (A+B)	4,485.42	3,747.65

Note 21 : Trade payable

Particulars	As at March 31, 2024	As at March 31, 2023
- Total outstanding dues to micro enterprises and small enterprises - (refer note 'a' & 'b' below)	20.99	15.93
- Total outstanding dues to creditors other than micro and small enterprises	1,50,398.35	1,12,469.11
Total	1,50,419.34	1,12,485.04

- a) As per Schedule III of the Companies Act, 2013 and notification number GSR 719 (E) dated November 16, 2007 and as certified by the management, the amount due to Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under

Particulars	As at March 31, 2024	As at March 31, 2023
- the principal amount (March 31, 2024: ₹20.99 , March 31, 2023: ₹15.93) and the interest (March 31, 2023: Nil, March 31, 2022: Nil) due thereon remaining unpaid to any supplier at the end of each accounting year;	20.99	15.93
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
- the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

b) Disclosure of payable to vendors as defined under the Micro, Small and Medium Enterprises Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company.

c) Ageing schedule:

Particulars	As at March 31, 2024					
	Accrued liabilities	Outstanding for following periods from the due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
- Total outstanding dues to micro enterprises and small enterprises	-	20.99	-	-	-	20.99
- Total outstanding dues to creditors other than micro and small enterprises	17,843.41	1,32,487.28	59.05	8.61	-	1,50,398.35
- Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	17,843.41	1,32,508.27	59.05	8.61	-	1,50,419.34

Particulars	As at March 31, 2023					
	Accrued liabilities	Outstanding for following periods from the due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
- Total outstanding dues to micro enterprises and small enterprises	-	15.93	-	-	-	15.93
- Total outstanding dues to creditors other than micro and small enterprises	5,247.25	1,07,137.05	84.81	-	-	1,12,469.11
- Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	5,247.25	1,07,152.98	84.81	-	-	1,12,485.04

Note 22 : Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current		
Deferred income on security deposit received	35.75	48.18
Other payables	1.15	1.15
Total (A)	36.90	49.33
Current		
Deferred income on security deposit received	-	5.59
Statutory dues	840.37	414.92
Revenue received in advance	5,836.60	2,746.49
Other payables	4,787.38	126.38
Total (B)	11,464.35	3,293.38
Total (A + B)	11,501.25	3,342.71

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 23 : Liabilities for current tax (net)

	As at March 31, 2024	As at March 31, 2023
Provision for income tax, net of advance tax	4,859.66	3,815.06
Total	4,859.66	3,815.06

Note 24 : Income Tax

(a) Deferred tax, net

Particulars	As at March 31, 2024		As at March 31, 2023	
	Deferred tax asset	Deferred tax liability	Deferred tax asset	Deferred tax liability
Deferred tax asset relates to the following:				
Provision for employee benefits	224.77	-	232.03	36.23
Property, plant and equipment	92.24	575.19	81.04	673.33
Lease liability	228.61	-	360.57	-
Brought forward losses and unabsorbed depreciation	1,345.53	-	1,189.50	-
Interest income	-	-	-	19.02
Valuation gain on Investment	-	92.88	-	117.62
Foreign currency Loss	8.26	-	64.78	-
Right of use assets	-	107.99	-	231.38
Others	57.29	103.42	38.25	52.36
	1,956.69	879.48	1,966.17	1,129.94
Deferred tax asset (net)	1,077.21	-	836.23	-
(Credit)/charges for the year		(240.98)		13.95
Reconciliation to the consolidated Statement of Profit and Loss				
a. (Credit)/charges for the year		(240.98)		13.95
b. Exchange differences		(47.21)		(155.41)
c. Others		-		(8.07)
Credit during the year		(288.19)		(149.53)

The Group has recognised deferred tax asset amounting to ₹886.24 (March 31, 2023: ₹1,051.67) in respect of temporary differences in accordance with Ind AS 12 "Income tax" across the entities in various tax jurisdictions, on unabsorbed depreciation of ₹8,862.42 (March 31, 2023: ₹10,070.54) which can be carried forward indefinitely.

As at March 31, 2024, a subsidiaries of the Group has unused tax losses of ₹2,785.49 (March 31, 2023: ₹783.31) arising in Bangladesh and India, on which the Group has created a deferred tax asset of ₹459.29 (March 31, 2023: ₹137.83). For Bangladesh entity the tax loss will expire between FY 2025 to FY 2028, and for Indian entity it will expire between FY 2025 to FY 2032.

(b) Income tax expense in the Statement of Profit and Loss

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

Particulars	As at March 31, 2024	As at March 31, 2023
Tax expense:		
a) Current tax	3,259.69	3,148.05
b) Deferred tax credit	(288.20)	(149.53)
Income tax expense reported in the Statement of Profit and Loss	2,971.49	2,998.52

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

(c) Reconciliation of tax expense for March 31, 2024 and March 31, 2023

Particulars	As at March 31, 2024	As at March 31, 2023
Accounting profit before income tax	23,239.57	35,675.36
Statutory rate	25.168%	25.168%
At statutory income tax rate (applicable rate)	5,848.94	8,978.78
Business losses where no deferred tax has been recognised	926.92	1,038.15
Net effect of tax rates in foreign jurisdictions	(1,979.09)	(4,548.41)
Income exempt from tax	(2,132.78)	(2,856.86)
Tax effect on intercompany dividend	167.83	254.91
Non-deductible expenses	1,066.37	1,020.53
Others	(926.69)	(888.59)
At the effective income tax rate	2,971.49	2,998.52

Income tax recognised in other comprehensive income

Deferred tax related to items recognised in other comprehensive income during the year:

Particulars	As at March 31, 2024	As at March 31, 2023
Net loss on remeasurements of defined benefit plans	4.50	10.17
Net amount charged to other comprehensive income	4.50	10.17

(d) The Company does not have any transactions that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

Note 25 : Revenue from operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sale of goods (refer note 44)	9,97,497.01	10,34,549.05
Other operating revenues*	39,767.95	23,151.37
Total	10,37,264.96	10,57,700.42

*Other operating revenue includes commission income, marketing fee income and other miscellaneous operating revenue.

Note 26 : Other income

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income		
- On fixed deposits carried at amortised cost	1,082.19	463.91
- Others	309.75	64.71
Foreign exchange fluctuation (net)	1,118.42	-
Gain on fair valuation of investments carried at fair value through profit or loss	112.23	-
Unwinding of discount on deposits carried at amortised cost	4.42	3.05
Sundry balance written back	46.17	78.10
Dividend from investments carried at fair value through profit or loss	198.58	56.92
Gain on disposal of Investment property	-	3,648.86
Miscellaneous income	595.69	837.50
Total	3,467.45	5,153.05

Note 27 : Cost of material consumed

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Inventory at the beginning of the year	10,239.75	13,952.17
Add: Purchases	63,446.86	73,025.43
Less: Inventory at the end of the year	13,992.98	10,239.75
Total	59,693.63	76,737.85

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Note 28 : Purchase of stock in trade

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Purchases	7,70,018.22	8,02,576.40
Total	7,70,018.22	8,02,576.40

Note 29 : Changes in inventories of finished goods and work in progress

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Inventories at the beginning of the year		
- Finished goods	10,269.41	12,981.40
- Work-in-progress	5,065.05	3,591.14
Total (A)	15,334.46	16,572.54
Inventories at the end of the year		
- Finished goods	13,813.74	10,269.41
- Work-in-progress	5,057.11	5,065.05
Total (B)	18,870.85	15,334.46
Increase/ (Decrease) in inventory (A-B)	(3,536.39)	1,238.08

Note 30 : Employee benefits expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	88,928.68	68,578.69
Contribution to provident and other fund (refer note 35)	5,428.30	3,705.92
Staff welfare expenses	1,325.54	907.82
Gratuity expense (refer note 35)	783.73	787.31
Employee share compensation expense (refer note 48)	1,483.45	2,146.95
Total	97,949.70	76,126.69

Note 31 : Finance costs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense		
- on term loans	701.89	180.13
- on cash credit, factoring and working capital facilities	8,892.05	6,019.02
- on vehicle loan	0.18	0.71
- on lease obligation (refer note 45)	632.62	636.33
- on loan from others	447.10	354.26
- on others	13.38	209.95
Unwinding of discount on security deposit received	12.31	11.22
Total	10,699.53	7,411.62

Note 32 : Depreciation and amortization expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation of property plant and equipment (refer note 4)	4,463.98	4,183.20
Depreciation of investment property (refer note 6)	65.09	51.18
Amortization of intangible assets (refer note 8)	686.42	479.16
Depreciation on right to use of assets (refer note 4 and 45)	4,127.31	3,304.65
Total	9,342.80	8,018.20

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(All amounts in ₹ lakhs, unless otherwise stated)

Note 33 : Other expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Other manufacturing expenses	680.77	615.14
Electricity charges	986.94	837.53
Rent (refer note 45)	1,288.61	724.87
Rates and taxes	1,640.64	533.94
Loss on fair valuation of investments	-	319.12
Repairs and maintenance	1,566.67	1,126.47
Legal and professional expenses	12,847.28	11,124.18
Software cost	743.34	845.82
Travelling and conveyance	8,141.11	5,654.82
Selling and marketing	7,583.11	5,877.94
Postage and courier	3,530.54	3,002.21
Commission and brokerage	6,234.59	5,431.24
Provision for doubtful debts	988.66	132.82
Freight cost	6,100.55	5,206.89
Loss on sale of plant, property and equipment	40.00	36.38
Recruitment expenses	886.85	679.66
Foreign exchange fluctuation (net)	840.90	1,025.44
Royalty	5,462.82	3,739.00
Advertisement and business promotion	2,281.69	1,131.35
Insurance	1,042.29	1,105.72
Security expenses	170.02	157.76
Printing and stationery	610.00	585.11
Communication costs	728.89	752.34
Bank charges	2,115.78	1,496.23
Corporate social responsibility expenses	56.72	15.16
Research and development expenses	-	0.46
Investment management fee	317.52	192.72
Miscellaneous expenses	7,056.88	2,750.88
Total	73,943.17	55,101.20

Note 34 : Earnings per share (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year whereas diluted earning per share is computed using the weighted average number of common and dilutive equivalent shares except for the case where the result becomes anti-dilutive.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit attributable to the equity holders of the Company (₹)	14,423.10	26,497.84
Weighted average number of equity shares for basic EPS [^]	13,13,02,128	13,05,31,747
Effect of dilution:		
Employee stock option plan [^]	25,78,205	24,28,867
Weighted average number of equity shares for diluted EPS [^]	13,38,80,334	13,29,60,614
Earning per Equity share (in ₹)		
Basic earnings per share (in ₹) (face value ₹2/- per share)	10.98	20.30
Diluted earnings per share (in ₹) (face value ₹2/- per share)	10.77	19.93

* Net of issue of fresh capital & treasury shares during year ended March 31, 2024 is 9,41,056 shares (March 31, 2023- 5,83,100 shares).

[^]The number of shares are given in absolute numbers.

Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on July 29, 2022, each equity share of face value of ₹10/- per share has been subdivided into 5 (five) equity shares of face value of ₹2/- per share. During previous year, Company has restated the EPS accordingly.

Notes to the Consolidated Financial Statements

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(All amounts in ₹ lakhs, unless otherwise stated)

Note 35: Defined benefit plans

a) Defined contribution plans:

The Group makes contribution towards Employees Provident Fund, Mandatory Provident Fund retirement benefit scheme and Employee's State Insurance scheme across the various geography. Under the rules of these schemes, the Group is required to contribute a specified percentage of payroll costs. The Group during the year recognised the following amounts in the Consolidated Statement of Profit and Loss under contribution to defined contribution plans:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Employer's contribution to provident fund/ pension fund	5,428.30	3,705.83
Employer's contribution to employee state insurance	-	0.09
Total	5,428.30	3,705.92

The contribution payable to these schemes are at the rates specified in the rules of the schemes.

b) Defined benefit plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected Unit Credit Method" was carried out, which enable to determine the present value of obligations arising out of the defined benefit plans. "Projected Unit Credit Method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to built up the final obligation. Following are the benefit plans provided for -

- i) The Group operates an unfunded defined benefit gratuity plan for all its qualifying employees in India. Gratuity is calculated as 15 days' salary for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination/ resignation. The benefit vests on completing 5 years of service by the employee. The Company makes provision of such gratuity liability in the books of account on the basis of actuarial valuation as per projected unit credit method.
- ii) The Group operates an unfunded defined benefit plan for all its qualifying employees in Bangladesh. The Group has made provisions for estimated liabilities for employee benefits for meeting the minimum benefits required to be paid to the qualified employees as required under Bangladesh Labour Act. Under Bangladesh Labor Act, companies are required to pay a minimum benefit of fourteen days salary for every completed year of service. For unfunded scheme, the Group engages the services of actuaries to conduct valuation studies to determine the retirement obligations to ensure that these maturing obligations and expected benefit payments are covered and budgeted for. Benefits are determined by reference to employees' final salaries and length of service, and the schemes have undergone independent valuations on an annual basis.
- iii) The following tables summarize the components of net benefit expense recognised in the Consolidated Statement of Profit and Loss and amounts recognised in the Balance Sheet for the defined benefit plans. These have been provided on accrual basis, based on year end actuarial valuations.

Change in benefit obligation	Year ended March 31, 2024	Year ended March 31, 2023
1) Opening defined benefit obligation	2,494.78	2,179.00
2) Acquisition adjustment	-	26.28
3) Add: Interest cost	192.45	120.39
4) Add: Current service cost	591.28	666.92
5) Less: Benefits paid	(200.38)	(181.41)
6) Add: Actuarial loss/ (gain)	150.77	(316.40)
Present value of obligation as at the end of the year	3,228.90	2,494.78

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(All amounts in ₹ lakhs, unless otherwise stated)

iv) The following tables summarise the net benefit expense recognised in:

i) Statement of Profit and Loss:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Cost for the year included under employee benefit		
Current service cost	591.28	666.92
Interest cost	192.45	120.39
Net cost	783.73	787.31

ii) Other comprehensive income:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Actuarial gain/(loss)	150.77	(316.40)
Total	150.77	(316.40)

v) Principal actuarial assumptions at the balance sheet date are as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Economic assumptions		
1) Discount rate	7.22-12.63%	7.00-8.90%
2) Rate of increase in compensation levels	5.00-7.50%	5.00-9.00%
Demographic assumptions		
1) Retirement age (years)	58-60 Years	58-60 Years
Employee Turnover / Attrition rate		
1) Ages up to 30 years	1.50% - 9.20%	1.50% - 9.20%
2) Ages from 30-44	1.50% - 9.20%	1.50% - 9.20%
3) Above 44 years	1.50% - 9.20%	1.50% - 9.20%

vi) Net liabilities recognized in the Balance Sheet for benefit obligation

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of obligation	3,228.90	2,494.78
Net liability	3,228.90	2,494.78

vii) The weighted average duration of the defined benefit obligations are in the range of 8.10 - 20.47 years (March 31, 2023: 7.13 - 17.61 years).

viii) A quantitative sensitivity analysis for significant assumptions is as shown below:

Particulars	As at March 31, 2024	As at March 31, 2023
	increase/(decrease) in liability	increase/(decrease) in liability
A. Discount rate	Impact on liability	
0.5% increase in discount rate	(79.89)	(88.01)
0.5% decrease in discount rate	85.18	95.02
B. Salary escalation rate		
0.5% increase in salary escalation rate	87.75	95.11
0.5% decrease in salary escalation rate	(83.33)	(89.05)

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The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Sensitivities due to morality and withdrawals are not expected to be significant.

i) **Description of risk exposures:**

Salary increases	Actual salary increases will increase the defined benefit liability. Increase in salary increase rate assumption in future valuations also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the liability.
Morality and disability	Actual details and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact defined benefit liability.

ix) **Maturity profile of defined benefit obligation is as follows:**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
1 year	342.50	284.36
2 to 6 years	577.10	330.50
More than 6 years	2,309.30	1,879.92

k) The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Note 36 : Related parties disclosure

a) **List of related parties**

Name of the related party	Nature of relationship
Digital Ecom Techno Private Limited	Joint ventures
Digital Internet Technologies Limited	
Yellow Octopus EU SA (Joint Stock Company)	
Yellow Octopus Ventures FZCO	
Yellow Octopus-UK Limited (formerly Yellow Octopus Fashion Limited)	Associates
GWD Enterprises Limited	
Loop Digital Wardrobe Limited	
Nobleswear Private Limited	
Sourcing Solution Europe BVBA*	
Mambo Leisure Masters Limited	
Reflaunt Pte Limited	
Mrs. Payal Seth (Non-Executive Director) [^]	
Mr. Deepak Seth (Non-Executive Director)	
Mr. Pallak Seth (Executive Director) [#]	
Mr. Parth Gandhi (Non Executive-Non Independent Director)	Key managerial personnel (KMP)
Mr. Nishant Parikh (Non Executive -Independent Director)	
Mr. Ashutosh Prabhudas Bhupatkar (Independent Director)**	
Mr. Ashok Kumar Sanghi (Independent Director)**	
Mr. Ashok Kumar Chhabra (Independent Director)**	
Mr. BG Srinivas (Additional Non-Executive -Independent Director)	
Mr. Mungo Park (Non Executive -Independent Director)	
Mrs. Yael Gairola (Non Executive -Independent Director)	
Mr. Robert Sinclair (Non Executive- Independent Director)	
Mr. Sanjay Jain (Chief Executive Officer)	
Mr. Rahul Ahuja (Chief Financial Officer) ^{^^^}	
Mr. Ashish Gupta (Chief Financial Officer) ^{^^^}	
Mr. Abhishekh Kanoi (Head of Legal & Company Secretary)	
PDS Multinational Fashions ESOP Trust****	

Refer Note 2 for details of subsidiaries and step down subsidiaries.

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(All amounts in ₹ lakhs, unless otherwise stated)

b) Transactions with related parties

Name of Related Party	Relationship	Nature of Transaction	For the year ended March 31, 2024	For the year ended March 31, 2023
Digital Ecom Techno Private Limited	Joint Venture	Rental income	0.12	0.12
GWD Enterprises Limited	Associate	Sale of goods	436.38	97.38
Sourcing Solution Europe BVBA*	Associate	Sale of goods	-	1,197.65
Nobleswear Private Limited	Associate	Purchase of goods	433.61	-
Mr. Ashutosh Prabhudas Bhupatkar**		Director sitting fees	-	1.04
Mr. Nishant Parikh		Director sitting fees	-	40.20
Mr. Robert Sinclair		Director sitting fees	-	40.17
Mr. Mungo Park		Director sitting fees	-	40.17
Mrs. Yael Gairola		Director sitting fees	47.60	39.35
Mr. Pallak Seth			1,034.29	998.54
Mrs. Payal Seth			-	66.61
Mr. Ashish Gupta	Key managerial personnel	Remuneration	114.14	166.74
Mr. Sanjay Jain			879.78	699.78
Mr. Abhishekh Kanoi			109.66	98.28
Mr. Rahul Ahuja			201.74	81.65
Mr. Ashok Kumar Sanghi**		Employee stock	-	26.38
Mr. Sanjay Jain		compensation expense	-	466.21
Mr. Ashish Gupta			-	40.52
Mr. Parth Gandhi			40.17	90.27
Mr. Abhishekh Kanoi			23.20	68.45
Mr. Rahul Ahuja			140.05	28.16
Mr. Ashok Kumar Chhabra**			-	13.08

c) Year end receivable balances

Name of Related Party	Relationship	Nature	As at March 31, 2024	As at March 31, 2023
Digital Internet Technologies Limited	Joint venture		287.73	288.73
Sourcing Solution Europe BVBA	Associate	Dues from related party	-	1,115.08
Yellow Octopus EU sp.zo.o.	Joint venture		497.61	865.08
Yellow Octopus Ventures FZCO	Joint venture		635.05	606.38
GWD Enterprises Limited	Associate		-	39.51
Mr. Rahul Ahuja	Key managerial personnel	Advance to employees	-	0.22
Mr. Ashish Gupta	Key managerial personnel	Advance to employees	-	37.50
Mr. Abhishekh Kanoi	Key managerial personnel	Advance to employees	-	17.50

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d) Year end payable balances

Name of Related Party	Relationship	Nature	As at March 31, 2024	As at March 31, 2023
Mr. Ashish Gupta		Due to employees	-	6.73
Mr. Abhishekh Kanoi			4.77	4.70
Mr. Rahul Ahuja	Key managerial		8.18	6.28
Mr. Sanjay Jain	personnel		16.01	19.48
Mr. Pallak Seth			-	76.36
Mr. Deepak Seth		Dues to related party	-	104.32
Yellow Octopus Fashion Limited	Joint venture	Dues to related party	-	46.77

* During the year ended March 31, 2024, entity is converted into subsidiary.

** Resigned as Independent director and KMP for the period ended March 31, 2022.

^ Mrs. Payal Seth is the largest shareholder.

*The Board of Directors of the Company has appointed Mr. Pallak Seth as Executive Vice Chairman & Director (Executive Director) is for a period of 5 years with effect from November 02, 2022 to November 01, 2027.

^^^ Mr. Rahul Ahuja was appointed as Chief Financial Officer and Whole Time Key Managerial Personnel of the Company w.e.f. January 25, 2023 at the Board meeting held on January 24, 2023. Mr. Ashish Gupta has resigned as a Chief Financial Officer of the Company w.e.f. close of business hours of January 24, 2023.

****The Group has created an employee benefit trust for providing share-based payment to its employees. The group uses the trust to distribute shares to employees under the employee remuneration schemes. The trust buys shares of the group from the market, for giving shares to employees. The Company treats trust as its extension and shares held by the trust are treated as treasury shares.

For post-employment defined benefits, the same is done by actuary considering all employees of the Company and hence split is not available.

e) Terms and conditions of transactions with related parties

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and carried interest rate, wherever applicable.

f) In respect of figures disclosed above:

- The amount of transactions/ balances are without giving effect to the Ind AS adjustments on account of fair valuation/ amortisation.
- Remuneration and outstanding balances of KMP does not include long term benefits by way of gratuity and compensated absences, which are currently not payable and are provided on the basis of actuarial valuation by the Group.

Note 37: Capital management

- The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

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(All amounts in ₹ lakhs, unless otherwise stated)

The Group policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Borrowings (refer note 18)	94,290.08	60,074.82
Less: Cash and cash equivalents (refer note 14)	46,148.64	51,124.87
Less: Bank balance other than cash and cash equivalents (refer note 15)	22,259.72	21,787.83
Adjusted Net debt (A)	25,881.72	(12,837.88)
Equity share capital (refer note 16)	2,634.73	2,615.91
Other equity (refer note 17)	1,14,015.03	1,02,751.92
Total Capital (B)	1,16,649.76	1,05,367.83
Capital and net debt(A+B)	1,42,531.48	92,529.95

- No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.
- For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the Company.

Note 38: Currency derivative

Forward currency and option currency contracts are designated as hedging instruments in respect of forecast future sales and forecast purchases in foreign currencies to which the Group has firm commitments. The forward currency contract balances vary with the levels of expected foreign currency sales and purchases and changes in foreign exchange forward rates.

Particular	Assets	Liabilities	Assets	Liabilities
	2024	2024	2023	2023
	USD	USD	USD	USD
Forward currency contracts	1,78,733	3,57,538	67,703	83,972
	(Equivalent to ₹ 149.07)	(Equivalent to ₹ 298.20)	(Equivalent to ₹ 55.64)	(Equivalent to ₹ 69.01)

The carrying amount of foreign currency contracts are the same as their fair values.

At 31 March 2024, the Group held 72 forward currency contracts (March 31, 2023: 48) and no option currency contracts (March 31, 2023: Nil) and they are designated as hedges in respect of expected future sales to customers in the United Kingdom for which the said Group has firm commitments.

The terms of the forward currency contracts have been negotiated to match the terms of the commitments. The cash flow hedges of the expected future sales between April 2024 and March 2025 were assessed to be highly effective and a net loss of ₹58.18 (March 31, 2023: net loss of ₹305.14), was included in the hedging reserve for the year.

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as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 39 : Fair values disclosure

a) The carrying amounts of financial assets by categories is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Financial assets measured at fair value through profit and loss		
Equity investments (refer note 9A)	543.24	2,124.03
Debt investments (refer note 9A)	880.23	3,237.80
Other investments (refer note 9A)	3,134.74	2,990.27
Investment in convertible notes (refer note 9A)	2,284.85	1,887.38
Investment in funds (refer note 9A)	4,732.42	4,024.61
Sub Total (A)	11,575.48	14,264.09
Financial assets measured at fair value through other comprehensive income		
Equity and debt investments (refer note 9A)	23,083.46	17,791.07
Derivative financial instruments (refer note 10)	149.07	55.64
Sub Total (B)	23,232.53	17,846.71
Financial assets measured at amortised cost		
Other financial assets (refer note 10)	10,375.12	8,745.05
Trade receivable (refer note 13)	1,67,713.55	97,843.44
Cash and cash equivalents (refer note 14)	46,148.64	51,124.87
Other bank balances (refer note 15)	22,259.72	21,787.83
Sub Total (C)	2,46,497.03	1,79,501.19
Total financial assets (A+B+C)	2,81,305.04	2,11,612.00

b) The carrying amounts of financial liabilities by categories is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Financial liability measured at fair value through profit and loss		
Share based payment liability(refer note 19)	659.50	386.71
Sub Total (A)	659.50	386.71
Financial liabilities measured at fair value through other comprehensive income		
Derivative financial instruments (refer note 19)	298.20	69.01
Sub Total (B)	298.20	69.01
Financial liabilities measured at amortised cost		
Borrowings (refer note 18)	94,290.08	60,074.82
Trade payables (refer note 21)	1,50,419.34	1,12,485.04
Other financial liabilities (refer note 19)	4,004.90	3,895.95
Lease liabilities (refer note 45)	11,103.33	11,825.83
Sub Total (C)	2,59,817.65	1,88,281.64
Total Financial Liabilities (A+B+C)	2,60,775.35	1,88,737.36

c) The fair value of trade receivables, cash and bank balances, other financial assets, borrowings, lease liabilities, trade payables and other financial liabilities are considered to be equal to the carrying amount of these items due to their short term nature.

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(All amounts in ₹ lakhs, unless otherwise stated)

Note 40 : Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

a) Fair value measurement hierarchy of financial assets as at March 31, 2024:

	Total	Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Listed and unlisted equity investments, at fair value	543.24	486.24	-	57.00
Listed debt investments, at fair value	880.23	880.23	-	-
Investment in convertible notes	2,284.85	-	-	2,284.85
Investment in funds	4,732.42	46.62	1,253.57	3,432.23
Investments in life insurance policies, at fair value	3,134.74	-	3,134.74	-
Total (A)	11,575.48	1,413.09	4,388.31	5,774.08
Financial assets measured at fair value through other comprehensive income				
Equity investments, at fair value	23,083.46	-	653.80	22,429.66
Derivative financial instruments	149.07	-	149.07	-
Total (B)	23,232.53	-	802.87	22,429.66
Total (A+B)	34,808.01	1,413.09	5,191.18	28,203.74

b) Fair value measurement hierarchy for financial liabilities as at March 31, 2024:

	Total	Level 1	Level 2	Level 3
Financial liabilities measured at fair value through other comprehensive income				
Derivative financial instruments	298.20	-	298.20	-
Total (A)	298.20	-	298.20	-
Financial liability measured at fair value through profit and loss				
Share based payment liability	659.50	-	659.50	-
Total (B)	659.50	-	659.50	-
Total (A+B)	957.70	-	957.70	-

c) Fair value measurement hierarchy of financial assets as at March 31, 2023:

	Total	Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Listed and unlisted equity investments, at fair value	2,124.03	2,067.03	-	57.00
Listed debt investments, at fair value	3,237.80	3,237.80	-	-
Investment in convertible notes	1,887.38	-	-	1,887.38
Investment in funds	4,024.61	166.54	1,022.39	2,835.68
Investments in life insurance policies, at fair value	2,990.27	-	2,990.27	-
Total (A)	14,264.09	5,471.37	4,012.66	4,780.06
Financial assets measured at fair value through other comprehensive income				
Equity investments, at fair value	17,791.07	-	642.28	17,148.79
Derivative financial instruments	55.64	-	55.64	-
Total B	17,846.71	-	697.92	17,148.79
Total (A+B)	32,110.80	5,471.37	4,710.58	21,928.85

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d) Fair value measurement hierarchy for financial liabilities as at March 31, 2023:

	Total	Level 1	Level 2	Level 3
Financial liabilities measured at fair value through other comprehensive income				
Derivative financial instruments	69.01	-	69.01	-
Total (A)	69.01	-	69.01	-
Financial liability measured at fair value through profit and loss				
Share based payment liability	386.71	-	386.71	-
Total (B)	386.71	-	386.71	-
Total (A+B)	455.72	-	455.72	-

The movements in fair value measurements within level 3 during the year are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
At beginning of the year	21,928.85	14,438.81
Addition	2,680.29	5,345.17
Total gains recognised in statement of profit and loss	(158.63)	164.16
Total gains recognised in other comprehensive income	3,197.99	999.45
Disposals	(197.75)	(367.66)
Foreign exchange gain	753.00	1,348.92
At end of the year	28,203.75	21,928.85

- i) There have been no transfers between level 1, level 2 and level 3 category during the years ended on March 31, 2024 and March 31, 2023.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- (a) **Investment in listed equity and debt instruments and bonds:** The fair value of listed investment in equity and debt instruments and bonds are determined using its quoted market price.
- (b) **Investment in unlisted equity and debt instruments:** The fair value of unlisted investments at fair value through other comprehensive income and fair value through profit or loss are based on either using a valuation technique which incorporates various market observable inputs including quoted prices or most recent transaction prices. The management believe that the estimated fair value resulting therefrom, which is recorded in the Consolidated Balance Sheet and the related change in fair value, which is recorded in the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), are reasonable, and that it was the most appropriate value at the end of the reporting period.

Below is a summary of significant unobservable inputs to the valuation of financial instruments as at March 31, 2024 and March 31, 2023:

Particulars	Level	Valuation technique	Unobservable input	Relationship of unobservable input to fair value
Financial assets at fair value through other comprehensive income and statement of profit and loss	Level 3	Market approach	Enterprise-value-to-revenue multiple ("EV/Revenue")	Increase/decrease in EV/Revenue would result in increase/ decrease in fair value
	Level 3	Income approach	Discount rate	Increase/decrease in discount rate would result in decrease/increase in fair value
	Level 2	Recent transaction approach	Value of recent transaction with unrelated party	Valuation is dependant on the most recent transaction/ round of investment that was carried out with an unrelated party.

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- (c) **Derivative financial instruments:** The Group enters into derivative financial instruments with financial institutions with high credit ratings. Derivative financial instruments, representing forward currency contracts and option currency contracts, are measured using valuation techniques similar to forward and option pricing, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates. The carrying amounts of forward currency contracts are the same as their fair values. As at March 31, 2024 the mark-to-market value of the derivative asset position is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and other financial instruments recognised at fair value..
- (d) **Investment in life insurance policies:** The fair values of investments in life insurance policies have been estimated based on the surrender values, which are calculated and quoted by the issuer. The management believe that the estimated fair values resulting therefrom, which are recorded in the consolidated Balance Sheet, and the related changes in fair values, which are recorded in the Consolidated Statement of Profit and Loss, are reasonable, and that they were the most appropriate values at the end of the reporting period..
- (e) **Share based payment liability:** The fair value of share based payment liability (Cash settled options) is determined using underlying value of the equity shares of the company.

Note 41 Financial risk management objectives and policies

The Group's principal financial liabilities comprises of borrowings, lease liabilities, trade payables, security deposit received, dues to employees, derivative financial instruments, dues to related party, share based payment liability, interest accrued but not due on borrowings and unclaimed dividend. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets includes investments, trade receivables, cash and cash equivalents, other bank balances, security deposits, other deposits, loan to others, dues from related party, receivable from others, derivative financial instruments, unbilled revenue and interest accrued but not due. The Group is exposed to credit risk, liquidity risk and market risk. The Group's senior level management oversees the management of these risks and advises on the appropriate financial risk governance framework..

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk..

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Group has significant exposure to interest rate risk as shown below. The Group's interest rate risk mainly arises from borrowings with variable rates.

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Variable rate borrowing	75,645.54	57,363.51
Fixed rate borrowing	18,644.54	2,711.31
	94,290.08	60,074.82

Particulars	Year ended	Year ended
	March 31, 2024	March 31, 2023
50 bps increase would decrease the profit before tax by	(378.23)	(286.82)
50 bps decrease would increase the profit before tax by	378.23	286.82
50 bps increase would decrease the equity by	(283.04)	(214.63)
50 bps decrease would increase the equity by	283.04	214.63

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ii) Foreign currency risk

The Group's exposure to foreign currency risk as at 31 March 2024 are as follows:

Currency	Trade receivables	Unbilled revenue	Other receivable	Cash and cash equivalent	Lease liability	Trade payable	Bank borrowings	As at March 31, 2024
USD	10,374.16	-	-	4,228.86	-	(12,833.10)	(833.38)	936.54
EUR	2,820.37	-	-	1,150.24	-	(238.02)	-	3,732.59
GBP	2,670.28	-	2,607.32	5,123.46	-	(4,393.67)	-	6,007.39
CNY	26.44	-	-	695.85	(87.29)	(109.74)	-	525.26
BDT	34.29	-	-	962.51	(1,169.00)	(95.70)	-	(267.90)
CAD	4.06	-	-	15.69	-	(269.51)	-	(249.76)
CHF	-	-	-	0.04	-	-	-	0.04
LKR	-	-	-	3.13	-	-	-	3.13
Net Exposure	15,929.60	-	2,607.32	12,179.78	(1,256.29)	(17,939.74)	(833.38)	10,687.29

The Group's exposure to foreign currency risk as at 31 March 2023 are as follows:

Currency	Trade receivables	Unbilled revenue	Other receivable	Cash and cash equivalent	Lease liability	Trade payable	Bank borrowings	As at March 31, 2023
USD	8,097.82	231.39	-	4,647.94	-	(8,205.89)	-	4,771.26
EUR	-	-	-	122.44	-	(65.45)	-	56.99
GBP	1,371.17	-	357.77	2,355.24	-	(1,198.32)	-	2,885.86
CNY	27.38	-	-	1,042.64	(226.63)	(66.61)	-	776.78
BDT	-	-	46.58	876.54	(1,491.85)	(462.26)	-	(1,030.99)
CAD	1.91	-	-	49.49	-	(26.55)	-	24.85
CHF	-	-	-	0.10	-	-	-	0.10
LKR	-	-	-	3.93	-	(8.61)	-	(4.68)
Net Exposure	9,498.28	231.39	404.35	9,098.32	(1,718.48)	(10,033.69)	-	7,480.17

Sensitivity

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. The following tables demonstrate the sensitivity to a reasonably possible change in USD, GBP, EURO, HKD, AED, CNY, LKR and BDT exchange rates, with all other variables held constant.

Particulars	Change in FC exchange rate by	Impact on profit or loss			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
USD	5%	46.83	238.56	(46.83)	(238.56)
EUR	5%	186.63	2.85	(186.63)	(2.85)
GBP	5%	300.37	144.29	(300.37)	(144.29)
CNY	5%	26.26	38.84	(26.26)	(38.84)
BDT	5%	(13.39)	(51.55)	13.39	51.55
CAD	5%	(12.49)	1.24	12.49	(1.24)
CHF	5%	0.00	0.00	(0.00)	(0.00)
LKR	5%	0.16	(0.23)	(0.16)	0.23

Particulars	Change in FC exchange rate by	Impact on profit or loss			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
USD	5%	35.04	178.52	(35.04)	(178.52)
EUR	5%	139.66	2.13	(139.66)	(2.13)
GBP	5%	224.77	107.98	(224.77)	(107.98)

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(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Change in FC exchange rate by	Impact on profit or loss			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
CNY	5%	19.65	29.06	(19.65)	(29.06)
BDT	5%	(10.02)	(38.58)	10.02	38.58
CAD	5%	(9.35)	0.93	9.35	(0.93)
CHF	5%	0.00	0.00	(0.00)	(0.00)
LKR	5%	0.12	(0.18)	(0.12)	0.18

The Group has transactional currency exposures. Such exposures arise from sales or purchases in currencies other than the Group's functional currency. The Group uses forward currency contracts to eliminate the foreign currency exposures on its sales transactions, for which the corresponding settlements are anticipated to take place more than one month after the Group has entered into firm commitments for the sales. The forward currency contracts must be in the same currency as that of the hedged items. Group negotiates the terms of the hedge derivatives to match the terms of the hedged items to maximise hedge effectiveness. It is the Group's policy that a forward contract is not entered into until a firm commitment is in place.

B. Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in finance loss to the Group. The Group continuously monitors defaults of customers and other counterparties and incorporate this information into its credit risk control. The Group also uses expected credit loss model to assess the impairment loss in trade receivables and makes an allowance of doubtful trade receivables using this model. The credit risk also arises from cash and cash equivalents, deposits from banks and other financial assets measured at amortised cost.

i) Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating. Outstanding customer receivables are regularly monitored. The Company limits its exposure to credit risk from trade receivables by establishing a appropriate credit period for customer. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision created.

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Less than 30 days	30 to 90 days	More than 90 days	Total
Trade receivables as of March 31, 2024	1,40,094.55	16,670.00	10,949.00	1,67,713.55
Trade receivables as of March 31, 2023	80,082.24	13,439.39	4,321.81	97,843.44

Receivables that were neither past due nor impaired relate to a number of customers for whom there was no recent history of default. This applies to most of the subsidiaries.

The Company uses the provision matrix based on historical default rates to determine expected credit loss on the portfolio of trade receivables. Expected credit loss allowances is determined on the closing balances of all applicable trade receivables as at each reporting date, at the average rates ranging from 0.00% to 1.45% (except undisputed trade receivables - credit impaired, where 100% ECL created over a trade receivable).

Movement in expected credit loss

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	625.18	828.62
Written off/ provided during the year	988.66	132.82
Movement in Expected credit loss allowance on trade receivables	-	(336.26)
Balance at the end of the year	1,613.84	625.18

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(All amounts in ₹ lakhs, unless otherwise stated)

ii) Other financial assets

For cash & cash equivalents and other bank balances - Since the group deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.

For other financial assets- Credit risk is considered low because the group is in possession of the underlying asset.

C. Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group objective is to, maintain optimum levels of liquidity to meet its cash and collateral requirements. It maintains adequate sources of financing including loans from banks at an optimised cost..

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

As at March 31, 2024	< 1 year	1 to 5 years	> 5 years	Total
Borrowings [^]	89,740.46	3,333.33	1,250.00	94,323.79
Trade payables	1,50,419.34	-	-	1,50,419.34
Lease liabilities	4,004.11	8,504.75	312.98	12,821.84
Other financial liabilities*	4,802.36	206.97	-	5,009.33
Total	2,48,966.27	12,045.05	1,562.98	2,62,574.30

As at March 31, 2023	< 1 year	1 to 5 years	> 5 years	Total
Borrowings	59,881.61	193.21	-	60,074.82
Trade payables	1,12,485.04	-	-	1,12,485.04
Lease liabilities	3,401.68	10,322.05	125.41	13,849.14
Other financial liabilities*	4,285.63	109.84	-	4,395.47
Total	1,80,053.96	10,625.10	125.41	1,90,804.47

*Other financial liabilities include undiscounted security deposit value.

[^]Borrowings include actual amount payable in respect of term loan which is inclusive of processing fees.

Note 42 : Commitments and contingencies

a) Commitments

(i) Capital commitment:

Estimated amount of contracts remaining to be executed on capital account (net of advances) as on March 31, 2024 is Nil (March 31, 2023: Nil)

(ii) Other commitment:

a) The Company has entered into a Capital commitment agreement where contribution has to be made to Fireside Ventures Advisory LLP (Investment Manager of Fireside Ventures Investment Fund III (Fund)) and Orbis trusteeship Services Private Limited (Trustee Company of the Fund) in which the contributor has committed ₹700.00 which will be paid as per the terms of agreement. During the year, 20% (March 31, 2023 - 10%) of the amount i.e. ₹140.00 (March 31, 2023- 70.00) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2024 is ₹210.00.

b) The Company has entered into a Capital commitment agreement where contribution has to be made to Waterbridge Capital Management LLP (Investment Manager of WaterBridge Ventures II Trust (Fund)) and Vistra ITCL (India) Limited (Trustee Company of the Fund) in which the contributor has committed ₹1000.00 which will be paid as per the terms of agreement. During the year, 7.5% (March 31, 2023 - 10%) of the amount i.e. ₹75.00 (March 31, 2023 - ₹100) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2024 is ₹675.00.

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(All amounts in ₹ lakhs, unless otherwise stated)

b) Contingent liabilities

Particulars	As at	As at
	March 31, 2024	March 31, 2023
i) In case of the Company, claims against Company not acknowledged as debt		
- On account of stamp duty on demerger	148.20	148.20
	148.20	148.20

- the Company has been a filed writ petition before the Hon'ble High Court of Delhi (PDS Multinational Fashions Limited Vs. Collector of Stamp, Civil Writ Petition being W. P. (C) No. 7509 of 2015) for quashing the orders dated June 19, 2015 and July 9, 2015 passed by the Collector of Stamps and was saddled with a liability of ₹148.20 based on the misrepresentation and misreading of the judgement passed by the Hon'ble High Court of Delhi in Delhi Towers vs. GNCT of Delhi 1(2010) 159 comp. cases 129 (Delhi).
- Pending resolution of the respective proceedings, it is difficult to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decisions pending with various forums/authorities. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Group does not expect any reimbursements in respect of the above contingent liabilities.
- ii) The Hon'ble Supreme Court of India has passed a judgement relating to definition of wages under the Provident Fund Act, 1952 on February 28, 2019. However, considering that there are numerous interpretative issues related to the judgement and in the absence of reliable measurement of the provision for the earlier period, the Group has made provision for provident fund contribution from the date of order. The Group will evaluate its position and update provision, if required, after receiving further clarity in this regard.
- (iii) In case of Poeticgem Limited, HSBC Bank PLC, has provided a guarantee to HM Revenue and Customs and RBS PLC amounting to ₹565.29 (March 31, 2023 : ₹544.39).

Note 43 : Segment reporting

(a) Primary segment information:

A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment e.g. sourcing, manufacturing and others), or in providing products or services within a particular economic environment, which is subject to risks and returns that are different from those of other segments. Segment information is presented in respect of the Group's business segments. The Group's primary format for segment reporting is based on business segments.

Inter-segment pricing is determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Other items comprise mainly investments and related revenue, loans and borrowings and related expenses, corporate assets (primarily the Group's headquarters) and head office expenses, and income tax assets and liabilities

Segment capital expenditure is the total cost incurred during the reporting period to acquire property, plant and equipment, investment property and intangible assets other than goodwill

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(All amounts in ₹ lakhs, unless otherwise stated)

(b) Segment details are as below:

Particulars	Sourcing		Manufacturing		Others		Adjustment / elimination		Total	
	For the year ended		For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Segment revenue	10,07,997.14	10,10,463.88	59,666.10	70,300.09	551.97	428.45	(30,950.26)	(23,492.00)	10,37,264.96	10,57,700.42
Other income	2,849.82	1,779.69	731.23	255.70	1,138.71	3,120.95	(1,252.31)	(3.28)	3,467.45	5,153.06
Segment results before tax	23,025.84	29,830.00	1,455.59	2,359.07	(1,044.19)	3,093.56	(815.48)	360.80	22,621.77	35,643.43
Tax expense									(2,971.49)	(2,998.52)
Share of loss of associates and joint ventures									617.81	31.93
Profit for the year									20,268.08	32,676.84
Segment assets	3,17,160.13	2,21,870.62	46,651.46	46,006.83	42,376.95	43,026.29	-	-	4,06,188.54	3,10,903.74
Segment assets as a % of total assets	78.08	71.36	11.49	14.80	10.43	13.84	-	-	100.00	100.00
Segment liabilities	2,59,820.64	1,80,962.84	15,047.20	15,330.10	6,753.84	3,349.85	-	-	2,81,621.68	1,99,642.78
Segment liabilities as a % of total liabilities	92.26	90.64	5.34	7.68	2.40	1.68	-	-	100.00	100.00
Other material non-cash items included under Statement of Profit and loss before tax										
Depreciation and amortisation	6,483.16	5,551.33	2,338.35	2,298.48	521.28	168.39	-	-	9,342.79	8,018.20

Entity wide disclosures:

(c) Information about products and services:

(i) Revenue from external customers by nature of product:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sale of goods	9,97,497.01	10,34,549.05
Others	-	23,151.37
	9,97,497.01	10,57,700.42

(d) Information about Geographical areas

(i) Revenue from external customers by Geography are as follows:

Geography	Year ended March 31, 2024	Year ended March 31, 2023
India	14,901.00	7,022.36
UK & Europe	7,08,222.88	7,50,967.30
North America	1,29,674.61	1,58,655.06
Asia & Middle East	1,39,649.58	1,16,347.05
Others	5,048.94	24,708.65
	9,97,497.01	10,57,700.42

(ii) The Group's non-current assets are majorly located as follows:

Geography	As at March 31, 2024	As at March 31, 2023
India	7,571.99	4,757.57
Hong Kong	15,296.03	18,915.37
United Kingdom	17,335.83	3,138.51
Bangladesh	16,593.54	18,084.99
Others	18,939.81	15,941.64
	75,737.20	60,838.08

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(All amounts in ₹ lakhs, unless otherwise stated)

(iii) The Group's investments accounted as per equity method are majorly located as follows:

Geography	As at March 31, 2024	As at March 31, 2023
Hong Kong	128.12	47.21
Sri Lanka	862.55	-
Poland	9,930.97	9,573.50
Others	126.38	159.87
	11,048.02	9,780.58

(e) Revenue from major customers: There were 1 customer who had contributed 10% or more (amounting to ₹1,16,458) to the Group's revenue for the year ended March 31, 2024 and 2 customers (amounting to ₹2,55,870) for the year ended March 31, 2023.

Note 44: Revenue from contracts with customers

Set out below is the disaggregation of the Group's revenue from contracts with customers and reconciliation to Statement of Profit and Loss:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenues by category and nature		
Sale of goods	9,97,497.01	10,34,549.05
Others	-	23,151.37
	9,97,497.01	10,57,700.42
Revenues from geographic areas based on the location of the customers are as follows:		
India	14,901.00	7,022.36
UK and Europe	7,08,222.88	7,50,967.30
North America	1,29,674.61	1,58,655.06
Asia & Middle East	1,39,649.58	1,16,347.05
Others	5,048.94	24,708.65
	9,97,497.01	10,57,700.42
Revenues based on timing of recognition		
Sale of goods transferred at a point in time	9,97,497.01	10,34,549.05
Services transferred over the period of time	-	23,151.37
	9,97,497.01	10,57,700.42

Significant changes in contract assets and contract liabilities during the period are as follows:

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Assets and liabilities related to contracts with customers

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables	1,67,713.55	97,843.44
Contract assets	523.26	971.85
Contract liabilities	5,836.60	2,746.49

Trade receivables are non-interest bearing and are generally on terms of 90 to 135 days. The Group has recognised ₹ 988.66 provision for expected credit loss on trade receivables during the year ended March 31, 2024 (March 31, 2023: - ₹ 203.44)

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Particulars	As at March 31, 2024	As at March 31, 2023
Contract assets at the beginning of the year	971.85	308.16
Revenue to be billed during the year	(448.59)	663.69
Contract assets at the end of the year	523.26	971.85
Contract liabilities at the beginning of the year	2,746.49	704.18
Advance received from customers during the year	3,090.11	2,042.31
Contract liabilities at the end of the year	5,836.60	2,746.49
Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price		
Revenue as per contract	9,99,372.01	10,60,575.88
Variable consideration adjustments	(1,875.00)	(2,875.46)
Revenue from contract with customers	9,97,497.01	10,57,700.42

Note 45: Lease disclosure

Where the Group is the lessee:

As lessee

Lease liability is initially measured at the present value of future lease payments. Lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

As a lessee

- i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	As at March 31, 2024	As at March 31, 2023
At the beginning of the year	11,434.91	11,579.82
Additions during the year	3,206.12	3,617.92
Disposals during the year	-	(132.48)
Depreciation expenses	(4,127.31)	(3,304.65)
Forex translation, net	59.46	(325.70)
At the end of the year	10,573.19	11,434.91

- ii) Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	As at March 31, 2024	As at March 31, 2023
At the beginning of the year	11,825.83	11,713.02
Addition	3,473.21	4,292.20
Accretion of interest	632.62	636.33
Rent concession	(2.42)	69.66
Payment of principal portion of lease liabilities	(4,010.28)	(3,046.92)
Interest paid on lease liabilities	(632.62)	(692.26)
Derecognition upon exercise of termination options	-	(352.67)
Forex translation, net	(183.01)	(793.54)
At the end of the year	11,103.33	11,825.83
Current	3,467.25	3,901.28
Non-current	7,636.08	7,924.55
	11,103.33	11,825.83

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iii) Maturity analysis of lease liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
Lease payments		
Not later than one year	4,004.11	3,401.68
Later than one year	8,504.75	10,322.05
Later than five years	312.98	125.41
Total	12,821.84	13,849.14

iv) Amount recognised in Consolidated Statement of Profit and Loss

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on right of use assets	4,127.31	3,304.65
Interest on lease liabilities	632.62	636.33
Expenses relating to short term leases	1,288.61	724.87

As a lessor

The Group has entered into operating leases on its investment property. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Refer note 5 for rental income and future minimum rentals receivable under non-cancellable operating leases as at March 31, 2024 and March 31, 2023..

Note 46 A: Business combinations and asset acquisition during the year ended March 31, 2024**i) Net assets acquisition of From No Ordinary Designer Label Limited Through Pds Lifestyle Limited UK:**

On April 27, 2023, Group ('Licensee') through its subsidiary incorporated in United Kingdom namely New Lobster Limited had signed a long-term strategic partnership with Authentic brands group ('Licensor') for Ted baker operations in Europe and accordingly, licensee had entered into an license agreement for a period of 10 years, under which licensee have to pay 10% of the net sales as royalty to licensor.

Additionally, the Group through its subsidiary PDS Lifestyle Limited UK, acquired net assets from No Ordinary Designer Label Limited, for a consideration of ₹15,051.14 (GBP 146.00) and accounted on net assets acquisition basis.

The fair values of the identifiable assets and liabilities of New Lobster Limited on the date of acquisition were as follows:

Particulars	Amount
Current assets :	
Inventories	12,416.49
Trade and other receivables	11,330.29
Cash and cash equivalents	646.61
Trade and other payables	(9,342.25)
Sub Total (A)	15,051.14
Cash consideration	15,051.14

An analysis of the cash flows in respect of the net assets acquisition of From No Ordinary Designer Label Limited Through Pds Lifestyle Limited UK is as follows:

Particulars	Amount
Cash consideration	15,051.14
Cash and bank balances acquired	(646.61)
Net outflow of cash and cash equivalents included in cash flows from investing activities	14,404.53

Since the incorporation, New Lobster Limited has contributed ₹52,338.50 to the Group's revenue and profit of ₹2,113.96 to the consolidated statement of profit and loss for the year ended March 31, 2024

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ii) Acquisition of Wonderwall (F.E) Limited:

On April 01, 2023, the Group has acquired 75% stake in Wonderwall (F.E) Limited through its HongKong subsidiary Simple approach Limited for an absolute consideration of ₹33 (HKD 3). The Company is engaged in the business of sales, marketing, design, sourcing, and distribution operations of knitwear, footwear and other opportunities.

The identifiable assets acquired and liabilities of Wonderwal (F.E) Limited on the date of acquisition were as follows:

Particulars	Amount
Property, plant and equipment	7.12
Current assets :	
Cash and cash equivalents	39.69
Borrowings	(714.98)
Trade and other payables	(69.58)
Total Identifiable net assets at fair value	(737.76)
Non-controlling interest (25%)	(184.44)
Goodwill on acquisition	922.19
Cash consideration	0.00

An analysis of the cash flows in respect of the acquisition of Wonderwal (F.E) Limited is as follows:

Particulars	Amount
Cash consideration	0.00
Cash and bank balances acquired	(39.69)
Net outflow of cash and cash equivalents included in cash flows from investing activities	(39.69)

Since the acquisition, Wonderwall (F.E) Limited has contributed ₹1,194.26 to the Group's revenue and loss of ₹221.07 to the consolidated statement of profit and loss for the year ended March 31, 2024.

iii) Other acquisition:

During the year, group had acquire the stake of 75% in Nodes Studio LDA, 60% in Progressive Crusade Unipessoal LDA, 75% in Vivere London Limited at a consideration of ₹0.25. Such acquisition including the purchase price allocation is not material to the group.

Note 46 B: Business combinations and asset acquisition during the year ended March 31, 2023

i) Acquisition of Sunny Up Limited:

On May 9, 2022, the Group acquired 100% of the equity interest in M/s Sunny Up Limited, a company incorporated and registered in England and Wales for a considertaion of ₹982.71. Consideration is to be discharged in ₹589.63 on acqisition and balance ₹393.08 on over 2 years subject to fulfilling certain conditions.

The Sunny Up Limited is a Contemporary Fashion Design and Distribution Company Specialising in Brand Development and Marketing. Sunny Up Limited has license of a well-known brand Stan Ray and other distribution rights which will enhance the Group's portfolio and improve their offering to the customers.

The fair values of the identifiable assets and liabilities of Sunny Up Limited as at the respective date of acquisition were as follows:

Particulars	Amount
Tangible Assets	17.16
Current assets :	
Inventories	481.11
Trade and other receivables	65.50
Cash and cash equivalents	72.08
Borrowings	(97.06)
Trade and other payables	(115.22)
Sub Total (A)	423.56
Goodwill on acquisition	166.07
Cash consideration	589.63

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An analysis of the cash flows in respect of the acquisition of Sunny Up Limited is as follows:

Particulars	Amount
Cash consideration	589.63
Cash and bank balances acquired	(72.08)
Net outflow of cash and cash equivalents included in cash flows from investing activities	517.55

Since, the acquisition, Sunny Up Limited has contributed ₹3,117.60 to the Group's revenue and profit of ₹85.13 to the consolidated statement of profit and loss for the year ended March 31, 2023

ii) Acquisition of DBS Lifestyle Private Limited:

On October 26, 2022, the Group had infused ₹2,100 in M/s DBS Lifestyle Private Limited (DBS) in exchange of 51% equity interest in DBS.

DBS, founded by Divya Suri and Bhawnish Suri, is a designed company catering to fashion and home categories. It owns over 20,000 original textile designs and patterns and adds nearly 2500 artworks and samples to its library every month. Its Trend & Design Studio plus Sourcing business verticals collectively offer end to end solutions from design, product development, and manufacturing to warehouse delivery. It also creates private brands for leading online and offline retailers, including RIVER – a multidesigner brand for Amazon Fashion. DBS serves over 200 fashion and 150+ home clients globally along with leading brands, retailers, and key ecommerce players in India. The Group aims to strengthen its design capabilities for global clients and gains access to leading retailers and brands, enabling it to further penetrate the fashion and home categories in the Indian market.

The identifiable assets acquired and liabilities assumed of the DBS as at the date of acquisition were as follows:

Particulars	Amount
Property, plant and equipment	41.73
Intangible (Customer relationship)	101.00
Current assets :	
Inventories	3.94
Trade and other receivables	276.97
Other Assets	341.57
Cash and cash equivalents	2,184.14
Borrowings	(592.76)
Trade and other payables	(1,382.64)
Total Identifiable net assets at fair value	973.94
Non-controlling interest	477.20
Goodwill on acquisition	1,603.26
Satisfied by cash	2,100.00
An analysis of the cash flows in respect of the acquisition of DBS is as follows:	
Cash consideration	2,100.00
Cash and bank balance acquired	(2,184.14)
Net outflow of cash and cash equivalents included in cash flows from investing activities	(84.14)

Since the acquisition, DBS has contributed ₹ 799.91 to the Group's revenue and loss of ₹ 88.56 to the consolidated statement of profit and loss for the year ended March 31, 2023.

iii) Acquisition of Upcycle Labs Limited

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On March 27, 2023, the Group had acquired additional interest of 11% in Upcycle labs Limited (Upcycle) and obtained controlling interest of 61%. until the date of acquisition of additional interest, Upcycle was a Joint venture and had been accounted under equity method.

The identifiable assets acquired and liabilities assumed of the Upcycle as at the date of acquisition were as follows:

Particulars	Amount
Property, plant and equipment	293.57
Intangibles under development	255.96
Inventories	10.23
Other receivables	35.45
Prepayments	37.70
Deposits	94.42
Cash and cash equivalents	424.04
Other payables	(46.56)
Accruals	(2.29)
Translation reserve	1.23
Due to fellow subsidiary	(613.79)
Due to related party	(46.77)
Total identifiable net assets at fair value	443.19
Fair value of existing equity interest (50%)	681.99
Non-controlling interest (39%)	172.36
Goodwill on acquisition	549.78
Satisfied by cash (11%)	138.61
An analysis of the cash flows in respect of the acquisition of Upcycle is as follows:	
Cash consideration	138.61
Cash and bank balances acquired	(424.04)
Net outflow of cash and cash equivalents included in cash flows from investing activities	(285.43)

iv) Acquisition of S.Oliver Fashion India Private Limited:

On May 27, 2022 the Group acquired 99.99% of the equity interest in S.Oliver Fashion India Private Limited (S.Oliver Fashion) for a consideration of ₹196.35. S.Oliver Fashion is engaged in providing sourcing of Garments. The acquisition was made to acquire the existing set-up of workforce and supply chain. The purchase consideration for the acquisition was partly in form of cash (Paid ₹150.16 as at March 31, 2023) and partly in form of a contingent consideration being ₹46.18 which remained unpaid as at 31 March 2023, and is expected to be settled within one year. Such acquisition including the purchase price allocation is not material to the group.

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(All amounts in ₹ lakhs, unless otherwise stated)

Note 47 A: Change in proportion held by Non-controlling interest during the year ended March 31, 2024

i) Acquisition of Non-controlling interest in GoodEarth Apparels Limited

On April 28, 2023, the Group has acquired additional equity interest of 25% in its subsidiary GoodEarth Apparels Limited, at a consideration of ₹2,061.25 (USD 25). The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	2,061.25
Carrying value of Non controlling interest acquired (B)	(3,192.72)
Net loss adjusted directly in other equity (A-B)	5,253.97

ii) Acquisition of Non-controlling interest in Progress Manufacturing Group Limited

On April 01, 2023, the Group has acquired additional equity interest of 3% in its subsidiary Progress Manufacturing Group Limited, at a consideration of ₹208.27 (USD 2.53). The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	208.27
Carrying value of Non controlling interest acquired (B)	(749.03)
Net loss adjusted directly in other equity (A-B)	957.30

iii) Change of Non-controlling interest in other entities

During the year, the Group has acquired additional equity interest of 10% in its subsidiary Kleider Sourcing FZCO, Twins Asia FZCO, Design Arc FZCO and Poeticgem International FZCO at a consideration of ₹8.98 (USD 0.11). The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

During the year, the Group has sold the equity interest of 25% in its subsidiary Collaborative Sourcing Services FZCO at a consideration of ₹0.56. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	8.42
Carrying value of Non controlling interest acquired (B)	305.48
Net loss adjusted directly in other equity (A-B)	(297.06)

Note 47 B: Change in proportion held by Non-controlling interest during the year ended March 31, 2023

i) Acquisition of Non-controlling interest in Simple Approach Limited

During the year on June 1, 2022 and March 20, 2023, the Group has acquired additional equity interest of 10% in its subsidiary Simple Approach Limited, at a consideration of ₹3,493.70. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Fair value of cash consideration (A)	3,493.70
Carrying value of Non controlling interest acquired (B)	100.50
Net loss adjusted directly in other equity (A-B)	3,393.20

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(All amounts in ₹ lakhs, unless otherwise stated)

ii) Acquisition of Non-controlling interest in Norlanka Brands Private Limited

On March 28, 2023, the Group has acquired additional equity interest of 25% in its subsidiary Norlanka Brands Private Limited, at a consideration of ₹42.23. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements.

Particulars	Amount
Fair value of cash consideration (A)	42.23
Carrying value of Non controlling interest acquired (B)	(24.49)
Net loss adjusted directly in other equity (A-B)	66.72

Note 48: Employee Share Based Payments

As at March 31, 2024 the Group has the following share-based payments arrangements:

A. Employee Stock Option Plan 2021 - Plan A and Plan B

i) Brief description of the share based payment arrangement

On April 3, 2021, the Group established the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A ('Plan A') which entitles key managerial personnel and senior employees to purchase shares of the Group. On July 27, 2021, the Group established the PDS Multinational Fashions Limited Employee stock option plan 2021 – Plan B ('Plan B') through Direct and through Trust route for other KMP and senior employees. The plans are designed to provide incentives to the employees of the Company to deliver long-term returns. The Plans are administered by the Nomination and Remuneration committee. During the year ended 31 March 2024, the Company has granted 55,000 (March 31, 2023 - 4,70,000) equity settled stock options (ESOPs) under these plans. Vesting of the options would be subject to continuous employment with the Company and hence the options would vest with passage of time. In addition to this, the Nomination and remuneration committee may also specify certain performance parameters subject to which the options would vest.

Options granted under the plan didn't carry dividend or voting rights. On exercise, each option is convertible into one equity share. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Particulars	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2023-24	55,000	₹ 300 - ₹ 464	1 - 4 years	3 - 4 years post vesting period
	55,000			
FY 2022-23	4,70,000	₹ 240 - ₹ 268	1 - 4 years	3 - 4 years post vesting period
	4,70,000			

ii) Summarized information about movement in Plan A and Plan B

Particulars	March 31, 2024		March 31, 2023	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	49,60,185	181.67	54,43,660	167.46
Granted during the year	55,000	434.02	4,70,000	255.00
Exercised during the year	9,84,475	144.69	6,94,100	104.00
Forfeited during the year	1,36,875	219.00	2,59,375	224.00
Outstanding at the end of the year	38,93,835	193.30	49,60,185	181.67
Exercisable at the end of the year	18,09,168	171.05	17,00,685	139.82

*The number of instruments and the exercise prices are in absolute figures.

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(All amounts in ₹ lakhs, unless otherwise stated)

Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on July 29, 2022, each equity share of face value of ₹10/- per share has been subdivided into 5 (five) equity shares of face value of ₹2/- per share,

The Group has charged ₹1,210.66 (March 31, 2023: ₹1,962.62) to the consolidated statement of profit and loss in respect of options granted under Plan A and Plan B.

iii) Fair Value of the option granted during the year

The Fair value of ESOPs granted under Plan A and Plan B have been measured using the Black-Scholes option-pricing model using the following assumptions, sorted according to their grant dates::

Particulars	March 31, 2024	March 31, 2023
Weighted average Grant date fair value, per share (in ₹)	537.26	324.77
Weighted average Exercise price, per share (in ₹)	434.02	255.00
Assumptions used:		
Volatility	37.00% - 41.22%	36.00% - 37.00%
Expected lives (in years)	1.50 - 5.00	1.50 - 5.00
Risk-free interest rate	7.00% - 7.04%	6.89% - 7.19%
Expected dividend yield rate	0.28% - 0.43%	1.40% - 1.51%

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Grant. The Group believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the ESOP.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of holding Company's share on the date of grant.

B. Cash Settled Share based payment (Phantom Stock Units)

i) Brief description of the share based payment arrangement

On October 22, 2021 the Group established the PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021 ('Phantom stock plan'), which entitles few senior employees of the Group to a cash payment on exercise. During the year ended March 31, 2024 the Group has granted 25,000 ('Phantom Stock Units/ PSU') (March 31, 2023 - NIL). These PSU's carry a vesting period of up to 4 years and an exercise period of 4 years from the date of vesting.

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(All amounts in ₹ lakhs, unless otherwise stated)

ii) Summarized information about movement in the Phantom stock plan

Particulars	March 31, 2024		March 31, 2023	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	3,87,500	219.00	4,17,500	219.00
Granted during the year	25,000	300.00	-	-
Exercised during the year	(65,625)	219.00	-	-
Cancelled during the year	56,250	219.00	30,000	219.00
Outstanding at the end of the year	4,21,875	225.97	3,87,500	219.00
Exercisable at the end of the year	1,09,375	219.00	96,875	219.00

*The number of instruments and the exercise prices are in absolute figures.

Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on 29 July 2022, each equity share of face value of ₹ 10/- per share has been subdivided into 5 (five) equity shares of face value of ₹ 2/- per share.

The Group has charged ₹ 272.79 (March 31, 2023: ₹ 184.33) to the statement of profit and loss in respect of options granted under Phantom stock plan.

iii) Fair Value of the option granted during the year

Particulars	March 31, 2024	March 31, 2023
Weighted average Grant date fair value, per share (in ₹)	367.90	NA
Weighted average Exercise price, per share (in ₹)	300.00	NA
Assumptions used:		
Volatility	41.59%	NA
Expected lives (in years)	2.12 - 5.12	NA
Risk-free interest rate	7.00% - 7.04%	NA
Expected dividend yield rate	0.34%	NA

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Measurement. The Group believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the PSU is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the PSU.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of holding Company's share.

C Share based payment expense recognised in the Statement of Profit and Loss in respect of the above plans is as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Share based payment expense	1,483.45	2,146.95

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D Share based payment reserve and Share based payment liability recognised in the balance sheet in respect of the above plans is as follows:

Particulars	March 31, 2024	March 31, 2023
Share based payment liability	659.50	386.71
Share based payment reserve	4,025.90	3,565.19

Note 49: Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary/ associates/ joint ventures.

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at 31 March 2024		As at 31 March 2023		As at 31 March 2024		As at 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Parent Company								
PDS Limited	22.76%	26,547.44	20.52%	21,617.78	54.83%	7,907.96	32.61%	8,642.06
Indian subsidiaries								
Technocian Fashions Private Limited and its subsidiaries	0.32%	371.94	0.74%	784.22	1.85%	266.98	0.93%	245.83
DIZBI Private Limited	0.00%	3.52	0.00%	4.29	-0.01%	(0.86)	-0.22%	(58.15)
Norlanka Manufacturing India Private Limited	0.38%	439.92	-0.26%	(270.92)	-0.22%	(31.01)	-0.68%	(180.65)
PDS Brands Private Limited	-0.10%	(112.17)	0.00%	(0.29)	-0.01%	(0.75)	0.00%	(0.96)
DBS Lifestyle Private Limited	1.06%	1,233.37	1.74%	1,837.68	-4.20%	(605.41)	-0.33%	(88.56)
Foreign subsidiaries								
Multinational Textile Group Limited	43.59%	50,851.48	41.58%	43,807.17	92.56%	13,350.43	26.57%	7,040.91
PDS Ventures Limited (formerly known as Multitech Venture Limited), Mauritius	3.47%	4,053.51	20.16%	21,240.97	-12.71%	(1,832.95)	-1.30%	(345.54)
PDS Sourcing Limited (formerly known as Global Textiles Group Limited)	12.82%	14,951.49	8.50%	8,957.91	35.17%	5,072.44	19.88%	5,268.29
PDS Fashion HK Limited	-0.04%	(50.16)	-0.05%	(48.55)	-0.01%	(0.74)	-0.21%	(55.55)
PDS Global Investments Limited	0.03%	36.15	0.03%	35.76	0.00%	(0.14)	0.00%	-

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(All amounts in ₹ lakhs, unless otherwise stated)

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at 31 March 2024		As at 31 March 2023		As at 31 March 2024		As at 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
PDS Manufacutring Limited	20.95%	24,440.76	21.19%	22,326.32	0.15%	21.04	-0.07%	(17.80)
Spring Design London Limited	-1.02%	(1,194.28)	-0.41%	(436.26)	-4.40%	(634.73)	-0.04%	(9.96)
Techno Design GmbH	0.45%	523.89	0.15%	157.37	2.35%	339.51	0.65%	171.22
Pro Trusted Med Tech Limited (formerly known as FX Import Hong Kong Limited)	0.08%	97.10	0.02%	25.75	0.49%	70.37	-0.04%	(10.92)
PG Group Limited and its subsidiaries	3.14%	3,660.17	3.88%	4,091.79	2.89%	416.71	4.53%	1,200.28
PDS Smart Fabric Tech Limited (formerly known as Fullhouse Manufacturing Limited)	0.25%	296.39	0.43%	457.96	-1.17%	(168.60)	-0.06%	(16.49)
Norwest Industries Limited and its subsidiaries	66.00%	76,985.77	76.28%	80,369.68	32.60%	4,701.72	36.97%	9,795.19
Progress Manufacturing Group Limited and its subsidiary	-21.02%	(24,518.32)	-8.10%	(8,530.93)	5.30%	764.89	4.25%	1,126.39
GoodEarth Lifestyle Limited and its subsidiary	-10.18%	(11,874.23)	-6.60%	(6,950.50)	-0.44%	(62.91)	2.50%	661.71
PDS Asia Star Corporation Limited and its subsidiaries	1.63%	1,904.21	2.85%	3,003.46	1.90%	273.44	3.23%	854.88
Simple Approach Limited and its subsidiaries	3.89%	4,539.40	3.97%	4,186.55	20.31%	2,929.32	9.60%	2,542.82
Zamira Fashions Limited and its subsidiaries	1.06%	1,232.19	0.45%	479.20	11.16%	1,609.84	0.33%	87.33
Poeticgem International Limited	0.67%	780.32	1.75%	1,841.96	0.82%	117.80	4.20%	1,113.18
Grupo Sourcing Limited and its subsidiaries	-0.03%	(34.22)	0.03%	32.04	-0.62%	(88.76)	-0.38%	(101.38)
Techno Design HK Limited	3.55%	4,142.78	4.62%	4,866.77	16.14%	2,328.24	9.79%	2,593.19

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Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at 31 March 2024		As at 31 March 2023		As at 31 March 2024		As at 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Blueprint Design Limited	-2.96%	(3,457.85)	-3.31%	(3,491.70)	0.67%	97.26	-0.01%	(1.72)
Poetic Brands Limited	1.50%	1,746.94	1.41%	1,482.10	1.54%	222.43	0.93%	247.01
FX Import Company Limited	-0.05%	(58.42)	-0.50%	(530.64)	3.38%	486.97	-0.02%	(6.12)
Poeticgem Limited	10.54%	12,294.18	10.62%	11,193.77	2.47%	355.57	13.61%	3,605.97
Poetic Knitwear Limited	0.00%	(0.00)	-0.68%	(721.59)	5.14%	740.75	-0.01%	(1.97)
Design Arc UK Limited	0.41%	480.53	0.70%	741.92	-2.35%	(338.81)	0.45%	119.80
Pacific Logistics Limited	0.00%	-	-0.39%	(412.39)	2.94%	423.34	-0.02%	(5.82)
Casa Forma Limited	0.02%	22.05	0.02%	18.57	0.02%	2.73	0.01%	3.37
Moda & Beyond Ltd	-0.17%	(193.57)	0.00%	-	-1.40%	(201.77)	0.00%	-
PDS Fashion Limited	-0.24%	(276.54)	0.17%	174.46	-3.48%	(502.27)	-0.20%	(54.13)
PDS Lifestyle Ltd UK	0.31%	363.88	0.00%	-	14.11%	2,034.75	0.00%	-
Recovered Clothing Limited	0.07%	77.70	0.02%	15.84	0.43%	61.66	0.52%	137.33
Multinational OSG Services Bangladesh Private Limited	0.22%	261.60	0.47%	495.76	-0.77%	(111.26)	-0.35%	(92.06)
Spring Near East FZCO	2.18%	2,539.78	1.78%	1,870.99	4.09%	590.16	-0.21%	(56.97)
PDS Multinational FZCO and its subsidiaries	9.32%	10,872.88	15.51%	16,342.48	74.55%	10,751.90	39.46%	10,456.55
Techno Sourcing Bangladesh Limited	0.24%	276.78	0.31%	324.48	-0.23%	(33.21)	-0.09%	(22.72)
Techno Design USA LLC	-0.12%	(138.15)	-0.13%	(136.12)	0.00%	-	-0.02%	(4.22)
PDS Lifestyle Ltd HK	0.01%	6.68	0.00%	-	-0.01%	(1.60)	0.00%	-
PDS Design Services Ltd	0.01%	7.21	0.00%	-	-0.01%	(1.08)	0.00%	-
PDS Collaborative Sources Ltd	0.07%	82.93	0.00%	-	0.00%	-	0.00%	-
PDS Incubation Company Ltd	0.01%	7.20	0.00%	-	-0.01%	(1.09)	0.00%	-
Foreign associates								
Sourcing Solutions Europe BVPA	0.00%	-	0.04%	47.20	1.87%	270.03	-0.59%	(155.93)
Loop Digital Wardrobe Ltd	0.11%	128.12	0.15%	159.84	-0.22%	(31.72)	-0.10%	(26.52)

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Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at 31 March 2024		As at 31 March 2023		As at 31 March 2024		As at 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
GWD Enterprises Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Nobleswear Private Limited	0.74%	862.55	0.00%	-	0.08%	11.74	0.00%	-
Mambo Leisure Masters Limited	0.01%	15.79	0.00%	-	0.00%	-	0.00%	-
Indian joint venture								
Digital Ecom Techno Private Limited	0.09%	110.58	0.01%	10.26	0.00%	-	0.00%	-
Foreign joint ventures								
Redwood Internet Ventures Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Yellow Octopus EU Sp. z o.o. sp.K.	8.51%	9,930.97	9.08%	9,563.21	2.55%	367.76	0.90%	238.87
Yellow Octopus Ventures FZCO	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Upcycle labs Limited	0.00%	-	0.00%	-	0.00%	-	-0.09%	(24.48)
Sub-total	184.55%	2,15,272.24	228.76%	2,41,035.62	360.10%	51,938.07	206.86%	54,813.56
Non-controlling interest in subsidiaries	-6.79%	(7,917.09)	-5.59%	(5,893.13)	-40.53%	(5,844.98)	-23.32%	(6,179.00)
Intercompany elimination and consolidation adjustments	-77.76%	(90,705.35)	-123.16%	(1,29,774.66)	-219.58%	(31,670.01)	-83.54%	(22,136.72)
Grand-total	100.00%	1,16,649.80	100.00%	1,05,367.83	100.00%	14,423.08	100.00%	26,497.84

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	Year ended 31 March 2024		Year ended 31 March 2023		Year ended 31 March 2024		Year ended 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Parent Company								
PDS Limited	-0.24%	(13.36)	0.69%	16.57	39.36%	7,894.60	29.95%	8,658.63
Indian subsidiaries								
Technocian	0.00%	-	-1.15%	(27.77)	1.33%	266.98	0.75%	218.06
Fashions Private Limited and its subsidiaries								
DIZBI Private Limited	0.00%	-	0.00%	-	0.00%	(0.86)	-0.20%	(58.15)
Norlanka Manufacturing India Private Limited	0.00%	-	0.00%	-	-0.15%	(31.01)	-0.62%	(180.65)
PDS Brands Private Limited	0.00%	-	0.00%	-	0.00%	(0.75)	0.00%	(0.96)

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	Year ended 31 March 2024		Year ended 31 March 2023		Year ended 31 March 2024		Year ended 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
DBS Lifestyle Private Limited	0.00%	-	0.00%	-	-3.02%	(605.41)	-0.31%	(88.56)
Foreign subsidiaries								
Multinational Textile Group Limited	0.63%	35.61	0.00%	-	66.75%	13,386.04	24.35%	7,040.91
PDS Ventures Limited (formerly known as Multitech Venture Limited), Mauritius	63.93%	3,600.55	42.05%	1,016.07	8.81%	1,767.59	2.32%	670.53
PDS Sourcing Limited (formerly known as Global Textiles Group Limited)	0.00%	-	0.00%	-	25.29%	5,072.44	18.22%	5,268.29
PDS Fashion HK Limited	0.00%	-	0.00%	-	0.00%	(0.74)	-0.19%	(55.55)
PDS Global Investments Limited	0.00%	-	0.00%	-	0.00%	(0.14)	0.00%	-
PDS Manufacutring Limited	0.00%	-	0.00%	-	0.10%	21.04	-0.06%	(17.80)
Spring Design London Limited	0.00%	-	0.00%	-	-3.16%	(634.73)	-0.03%	(9.96)
Techno Design GmbH	0.00%	-	0.41%	10.02	1.69%	339.51	0.63%	181.24
Pro Trusted Med Tech Limited (formerly known as FX Import Hong Kong Limited)	0.00%	-	0.00%	-	0.35%	70.37	-0.04%	(10.92)
PG Group Limited and its subsidiaries	0.00%	-	0.00%	-	2.08%	416.71	4.15%	1,200.28
PDS Smart Fabric Tech Limited (formerly known as Fullhouse Manufacturing Limited)	0.00%	-	0.00%	-	-0.84%	(168.60)	-0.06%	(16.49)
Norwest Industries Limited and its subsidiaries	-2.20%	(124.04)	-23.85%	(576.29)	22.83%	4,577.68	31.88%	9,218.90
Progress Manufacturing Group Limited and its subsidiary	0.00%	-	-0.14%	(3.46)	3.81%	764.89	3.88%	1,122.93

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	Year ended 31 March 2024		Year ended 31 March 2023		Year ended 31 March 2024		Year ended 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
GoodEarth Lifestyle Limited and its subsidiary	0.00%	-	-0.47%	(11.43)	-0.31%	(62.91)	2.25%	650.28
PDS Asia Star Corporation Limited and its subsidiaries	0.00%	-	0.00%	-	1.36%	273.44	2.96%	854.88
Simple Approach Limited and its subsidiaries	0.00%	-	0.00%	-	14.61%	2,929.32	8.79%	2,542.82
Zamira Fashions Limited and its subsidiaries	0.00%	-	0.00%	-	8.03%	1,609.84	0.30%	87.33
Poeticgem International Limited	0.00%	-	-4.18%	(100.93)	0.59%	117.80	3.50%	1,012.25
Grupo Sourcing Limited and its subsidiaries	0.00%	-	0.00%	-	-0.44%	(88.76)	-0.35%	(101.38)
Techno Design HK Limited	0.01%	0.78	0.00%	-	11.61%	2,329.02	8.97%	2,593.19
Blueprint Design Limited	0.00%	-	0.00%	-	0.48%	97.26	-0.01%	(1.72)
Poetic Brands Limited	0.00%	-	0.00%	-	1.11%	222.43	0.85%	247.01
FX Import Company Limited	0.00%	-	0.00%	-	2.43%	486.97	-0.02%	(6.12)
Poeticgem Limited	1.40%	79.00	0.00%	-	2.17%	434.57	12.47%	3,605.97
Poetic Knitwear Limited	0.00%	-	0.00%	-	3.69%	740.75	-0.01%	(1.97)
Design Arc UK Limited	0.00%	-	0.00%	-	-1.69%	(338.81)	0.41%	119.80
Pacific Logistics Limited	0.00%	-	0.00%	-	2.11%	423.34	-0.02%	(5.82)
Casa Forma Limited	0.00%	-	0.00%	-	0.01%	2.73	0.01%	3.37
Moda & Beyond Ltd	0.00%	-	0.00%	-	-1.01%	(201.77)	0.00%	-
PDS Fashion Limited	0.00%	-	0.00%	-	-2.50%	(502.27)	-0.19%	(54.13)
PDS Lifestyle Ltd UK	0.00%	-	0.00%	-	10.15%	2,034.75	0.00%	-
Recovered Clothing Limited	0.00%	-	0.00%	-	0.31%	61.66	0.47%	137.33
Multinational OSG Services Bangladesh Private Limited	0.00%	-	0.00%	-	-0.55%	(111.26)	-0.32%	(92.06)
Spring Near East FZCO	0.00%	-	0.00%	-	2.94%	590.16	-0.20%	(56.97)

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Name of enterprises	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	Year ended 31 March 2024		Year ended 31 March 2023		Year ended 31 March 2024		Year ended 31 March 2023	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
PDS Multinational FZCO and its subsidiaries	0.00%	-	0.00%	-	53.61%	10,751.90	36.16%	10,456.55
Techno Sourcing Bangladesh Limited	0.00%	-	-0.09%	(2.08)	-0.17%	(33.21)	-0.09%	(24.80)
Techno Design USA LLC	0.00%	-	0.00%	-	0.00%	-	-0.01%	(4.22)
PDS Lifestyle Ltd HK	0.00%	-	0.00%	-	-0.01%	(1.60)	0.00%	-
PDS Design Service Ltd	0.00%	-	0.00%	-	-0.01%	(1.08)	0.00%	-
PDS Collaborative Sourcing Ltd	0.00%	-	0.00%	-	0.00%	-	0.00%	-
PDS Incubation Company Ltd	0.00%	-	0.00%	-	-0.01%	(1.09)	0.00%	-
Foreign associates								
Sourcing Solutions Europe BVPA	0.00%	-	0.00%	-	1.35%	270.03	-0.54%	(155.93)
Loop Digital Wardrobe Ltd	0.00%	-	0.00%	-	-0.16%	(31.72)	-0.09%	(26.52)
GWD Enterprises Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Nobleswear Private Limited	0.00%	-	0.00%	-	0.06%	11.74	0.00%	-
Mambo Leisure Masters Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Indian joint venture								
Digital Ecom Techno Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Foreign joint ventures								
Redwood Internet Ventures Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Yellow Octopus EU Sp. z o.o. sp.K.	0.00%	-	0.00%	-	1.83%	367.76	0.83%	238.87
Upcycle labs Limited	0.00%	-	0.00%	-	0.00%	-	-0.08%	(24.48)
Redwood Internet Ventures Limited	0.00%	-	0.00%	-	0.00%	-	-0.08%	-
Sub-total	63.54%	3,578.54	13.27%	320.70	276.82%	55,516.60	190.68%	55,134.26
Non-controlling interest in subsidiaries	-25.71%	(1,448.17)	-12.04%	(290.89)	-36.37%	(7,293.15)	-22.38%	(6,469.89)
Intercompany elimination and consolidation adjustments	62.17%	3,501.60	98.77%	2,386.33	-140.46%	(28,168.41)	-68.31%	(19,750.39)
Grand-total	100.00%	5,631.97	100.00%	2,416.14	100.00%	20,055.04	100.00%	28,913.98

Notes to the Consolidated Financial Statements

as at March 31, 2024

(All amounts in ₹ lakhs, unless otherwise stated)

Note 50: Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary/ associates/ joint ventures.

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group does not have any transactions with companies struck off.
- The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The group has complied with the number of layers prescribed under the Companies Act, 2013.
- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 51: Audit trail

"The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, incorporated in India, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Holding Company, its six subsidiaries and one joint venture. Accounting software administration guide states that enabling the same all the time consume storage space on the disk and can impact database performance significantly. Audit trail (edit log) is enabled at the application level.

Three subsidiaries have used another accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. However, the audit trail feature was not enabled.

Note 52: Others

- In the view of management, no material events have occurred between the Balance Sheet date to the date of issue of these consolidated financial statements that could affect the values stated in the financial statements as at March 31, 2024.
- Prior year amounts have been regrouped / reclassified wherever necessary, to conform to the presentation in the current year, which are not material.

As per our report of even date attached

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Aasheesh Arjun Singh

Partner

Membership Number: 210122

Deepak Seth

Chairman & Non-Executive Director

DIN : 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN : 00003040

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal

& Company Secretary

Membership No. FCS 9530

Mumbai, India

May 14, 2024

Mumbai, India

May 14, 2024

Annexure 2

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures
(Information in respect of each subsidiary to be presented with amounts in ₹ in lakhs)

Part A-Subsidiaries

Sl. No.	Name of the subsidiary	Date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
1	Technocian Fashions Pvt. Limited	20.03.2019	NA	INR	5.00	233.40	1,317.95	1,079.55	-	1,811.48	300.17	76.31	223.87	-	55.00%
2	DIZBI Private Limited	10.07.2020	NA	INR	1.00	2.52	32.88	29.36	-	(0.86)	(0.86)	-	(0.86)	-	100.00%
3	Noriantka Manufacturing India Private Limited (Erstwhile Noriantka Brands Private Limited)	01.02.2021	NA	INR	745.00	(305.08)	493.39	53.47	-	305.72	(31.01)	-	(31.01)	-	100.00%
4	Multinational Textile Group Limited	13.05.2014	NA	USD	18,171.68	32,307.58	94,647.10	44,167.84	313.20	-	13,535.40	86.52	13,448.87	-	100.00%
5	Nonwest Industries Limited	13.05.2014	NA	HKD	3,292.89	80,517.67	31,982.36	(51,828.20)	5,117.42	35,319.06	6,953.64	191.23	6,762.41	-	100.00%
6	PDS Sourcing Bangladesh Limited (Erstwhile Multinational OSG Services Bangladesh Private Limited)	13.05.2014	NA	BDT	892.51	(615.98)	385.42	8.89	-	-	(109.23)	2.03	(111.27)	-	99.97%
7	PDS Smart Fabric Tech Limited	07.09.2020	NA	HKD	211.63	82.60	294.23	-	-	0.86	(169.90)	-	(169.90)	-	100.00%
8	Techno Design GmbH	14.02.2014	NA	EUR	89.81	429.63	17,156.21	16,636.77	159.97	73,629.25	656.97	338.85	318.12	-	55.00%
9	Blueprint Design Limited	30.06.2016	NA	HKD	8.23	(3,440.88)	3.27	3,435.91	-	-	97.98	-	97.98	-	100.00%
10	PDS Fashions Limited	03.07.2018	NA	GBP	910.69	(1,184.08)	12,225.64	12,499.03	-	(508.07)	-	-	(508.07)	-	100.00%
11	Twins Asia FZCO	17.01.2019	NA	AED	22.54	529.33	3,904.30	3,523.43	-	9,474.05	388.58	-	388.58	-	85.00%
12	Design Arc FZCO	17.01.2019	NA	AED	22.54	(463.20)	2,359.55	2,780.21	-	1,047.26	(127.86)	-	(127.86)	-	85.00%
13	Kleider Sourcing FZCO	17.01.2019	NA	AED	22.54	1,021.28	4,792.07	3,748.26	-	42,513.56	3,952.12	-	3,952.12	-	51.00%
14	Spring Near East FZCO	17.01.2019	NA	GBP	20.82	2,489.98	5,188.33	2,677.55	-	3,117.26	596.97	-	596.97	-	55.00%
15	Techno Sourcing BD Limited	22.10.2019	NA	BDT	73.36	202.61	508.40	232.42	-	826.02	45.13	78.34	(33.21)	-	49.00%
16	Clover Collections FZCO	20.02.2020	NA	AED	22.54	2,103.52	13,144.22	11,018.15	-	57,991.81	5,406.54	-	5,406.54	-	75.00%
17	PDS Fashion USA Limited	13.05.2014	NA	HKD	338.58	(239.02)	1,471.63	1,372.07	-	70.88	-	-	70.88	-	100.00%
18	Techno Design HK Limited	13.05.2014	NA	HKD	82.32	4,030.26	17,044.70	12,932.12	-	15,278.63	2,348.79	3.36	2,345.41	-	55.00%
19	PG Group Limited	13.05.2014	NA	USD	827.95	1,629.20	7,503.81	5,046.67	-	13,021.00	820.79	-	820.79	-	51.00%
20	PG Shanghai Manufacturer Co. Ltd	13.05.2014	NA	RMB	145.52	(123.27)	277.63	295.37	-	(25.78)	-	-	(25.78)	-	51.00%
21	PG Home Group Limited	13.05.2014	NA	USD	206.98	2,197.43	3,327.34	922.93	-	3,315.57	218.47	-	218.47	-	45.90%
22	PG Home Group SPA	13.05.2014	NA	CLP	2.84	(481.76)	232.79	711.71	-	9.78	-	-	9.78	-	45.90%
23	Grupo Sourcing Limited, Hongkong	15.03.2016	NA	HKD	82.32	552.07	1,813.57	1,179.18	-	2,756.02	80.28	-	80.28	-	51.00%
24	Grupo Sourcing Limited, Bangladesh	15.03.2016	NA	BDT	224.36	(539.27)	1,161.07	1,475.98	-	2,523.65	(124.45)	44.08	(168.53)	-	51.00%
25	Zamira Fashion Limited	13.05.2014	NA	HKD	205.81	1,017.40	8,659.04	7,435.84	-	26,936.26	1,637.26	15.54	1,621.71	-	67.00%
26	PDS Brands Manufacturing Limited ⁴	24.10.2014	NA	HKD	172.88	521.36	9,700.90	9,006.66	-	28,552.94	293.62	-	293.62	-	100.00%
27	Zamira Fashion Limited Zhongshan	26.06.2015	NA	RMB	339.48	(193.26)	161.10	14.88	-	19.90	-	-	19.90	-	67.00%
28	Poetcgem International Limited	13.05.2014	NA	HKD	35.67	753.42	8,807.11	8,018.02	-	32,518.35	118.67	-	118.67	-	100.00%
29	Kindred Fashion Limited	23.08.2016	NA	HKD	0.01	(14.46)	12.71	27.16	-	(0.05)	-	-	(0.05)	-	100.00%
30	Simple Approach Limited	13.05.2014	NA	HKD	2,851.89	3,888.28	43,104.89	36,384.72	-	1,34,887.26	4,150.24	673.14	3,477.09	-	85.00%
31	Simple Approach (Canada) Limited	02.05.2013	NA	CAD	0.06	209.65	211.68	1.96	-	(1.24)	-	-	(1.24)	-	85.00%
32	PDS Asia Star Corporation Limited	13.05.2014	NA	HKD	246.97	1,643.36	10,727.92	8,837.60	-	38,639.81	275.45	-	275.45	-	60.00%
33	PDS Trading (Shanghai) Co. Ltd	13.05.2014	NA	RMB	692.89	(398.75)	515.26	221.12	-	(36.74)	-	-	(36.74)	-	60.00%
34	Casa Forma Limited	13.05.2014	NA	GBP	962.73	(940.94)	24.40	2.60	-	42.05	2.77	-	2.77	-	100.00%
35	PDS Sourcing Limited	13.05.2014	NA	USD	11,580.51	3,261.54	19,039.59	4,197.54	-	7,822.45	5,192.38	82.54	5,109.84	-	100.00%
36	GoodEarth Lifestyle Limited	15.03.2016	NA	HKD	6,091.85	(5,919.96)	22,149.43	22,029.54	-	10,403.52	(306.68)	-	(306.68)	-	100.00%
37	GoodEarth Apparel Ltd.	04.05.2016	NA	BDT	13,475.02	(2,745.94)	25,593.52	14,864.43	-	22,750.29	522.91	281.26	241.65	-	99.98%
38	Progress Manufacturing Group Limited	17.07.2015	NA	HKD	16,472.70	(6,588.25)	28,699.15	18,814.70	-	(306.58)	(306.58)	-	(306.58)	-	100.00%
39	Progress Apparel (Bangladesh) Limited	12.07.2015	NA	BDT	18,693.62	(11,646.09)	21,025.12	13,977.60	-	34,743.59	1,395.50	325.73	1,069.78	-	100.00%
40	PDS Ventures Limited	25.11.2015	NA	USD	20,472.33	(1,022.72)	19,456.48	6.87	206.98	25.56	-	-	25.56	-	100.00%
41	Poetic Brands Limited	15.01.2015	NA	GBP	52.04	1,688.90	8,434.59	6,693.65	-	14,326.96	271.60	46.61	224.99	-	60.00%
42	Poeticgem Limited	13.05.2014	NA	GBP	52.04	1,201.87	17,454.63	5,300.71	46.08	21,424.86	477.16	117.48	359.68	-	100.00%
43	Design Arc UK Limited	21.10.2016	NA	GBP	52.04	1,879.34	4,041.89	2,110.51	-	2,708.71	857.68	(31.23)	888.91	-	85.00%
44	Recovered Clothing Limited	24.07.2018	NA	GBP	52.04	(225.96)	4,732.70	4,906.62	-	1,349.48	(99.92)	-	(99.92)	-	60.00%

Sl. No.	Name of the subsidiary	Date since subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
45	Techno Design USA LLC	16.04.2020	NA	USD	-	(1,37.13)	-	137.13	-	-	-	-	-	-	55.00%
46	360 Notch Limited	31.07.2015	NA	HKD	82.32	(2,690.75)	691.20	3,299.63	-	1,782.78	373.46	-	340.02	-	100.00%
47	Fareast Vogue Limited	13.05.2014	NA	HKD	8.23	-	26.94	18.71	-	-	(111.44)	-	(111.44)	-	55.00%
48	Casa Collective Limited	19.01.2018	NA	HKD	82.32	(2,373.47)	1,128.35	3,419.50	-	1,212.38	343.71	-	343.71	-	75.00%
49	Nor Lanka Manufacturing Limited	22.10.2008	NA	HKD	1.32	5,989.67	18,651.78	12,660.79	-	67,696.66	3,931.23	-	3,931.23	-	100.00%
50	Krayons Sourcing Limited	16.12.2014	NA	HKD	8.23	(2,706.73)	16,249.62	13,534.67	-	46,101.90	2,033.43	-	2,033.43	-	75.00%
51	Design Arc Europe Limited	13.05.2015	NA	HKD	82.32	(2,132.94)	454.79	2,505.41	-	2,648.85	(59.31)	-	(59.31)	-	70.00%
52	Kleider Sourcing Hong Kong Limited	01.10.2018	NA	HKD	759.35	(572.77)	530.69	475.03	-	-	(88.36)	(11.98)	(76.40)	-	51.00%
53	Kleider Sourcing	01.10.2018	NA	BDT	0.82	(5,292.28)	3,463.89	8,755.35	-	17,893.72	(625.25)	-	(625.25)	-	80.00%
54	PDS Far-east Limited	23.08.2016	NA	HKD	0.82	(26.41)	3.67	29.25	-	-	(4.52)	-	(4.52)	-	57.50%
55	Kindred Brands Limited	23.10.2018	NA	HKD	8.23	(2,445.94)	2,952.87	5,390.58	-	3,020.65	(200.78)	-	(200.78)	-	100.00%
56	Styleberry Limited	13.09.2016	NA	HKD	8.23	(913.45)	249.12	1,121.41	-	3,443.53	(509.72)	-	(509.72)	-	100.00%
57	PDS Far East USA, Inc.	11.07.2017	NA	HKD	41.16	(4,337.31)	30,019.63	6,863.43	19,227.72	-	(1,896.68)	-	(1,896.68)	-	100.00%
58	PDS Ventures Limited	28.12.2017	NA	HKD	18,818.89	4,337.31	30,019.63	6,863.43	-	(287.19)	(287.19)	-	(287.19)	-	65.00%
59	Apex Black Limited	28.12.2017	NA	HKD	8.23	5,310.31	7,777.31	2,458.77	7,770.51	-	(287.88)	-	(287.88)	-	85.00%
60	Jcraft Array Limited	12.04.2018	NA	HKD	41.16	(25.02)	209.47	193.33	-	1,132.66	(27.52)	-	(27.52)	-	100.00%
61	Rising Asia Star Hong Kong Co., Limited	13.05.2014	NA	HKD	8.23	(1,605.34)	27.05	1,624.15	-	-	(27.52)	-	(27.52)	-	100.00%
62	PDS Tailoring Limited	13.05.2014	NA	HKD	8.23	(1,827.12)	1,668.96	3,487.85	-	3,044.10	(533.77)	-	(533.77)	-	70.00%
63	Spring Near East Manufacturing Co. Limited	13.05.2014	NA	GBP	140.48	2,037.11	5,485.72	3,308.13	-	16,717.14	(914.59)	(106.94)	(807.65)	-	65.00%
64	Clover Collections Limited	13.05.2014	NA	HKD	164.64	785.60	2,505.25	1,555.01	-	6,612.02	581.56	-	581.56	-	100.00%
65	JJ Star Industrial Limited	01.10.2018	NA	HKD	41.16	(1,752.53)	2.68	1,714.05	-	(41.28)	-	-	(41.28)	-	57.50%
66	Twins Asia Limited	27.07.2015	NA	HKD	90.49	1,527.26	14,135.20	12,517.44	-	18,726.64	1,057.93	-	1,057.93	-	98.00%
67	Design Arc Asia Limited	18.12.2012	NA	HKD	117.80	2,676.96	14,771.45	11,976.69	-	56,375.50	2,088.53	-	2,088.53	-	98.00%
68	Smart Notch Limited, Shanghai	20.04.2018	NA	RMB	57.74	122.71	568.96	388.51	-	2,440.45	(198.05)	5.05	(203.11)	-	100.00%
69	LilyandSid Ltd	10.03.2020	NA	GBP	0.13	30.74	2,531.01	2,531.01	-	5,820.36	(93.01)	-	(93.01)	-	55.00%
70	Nor Lanka Manufacturing Colombo Limited	13.05.2014	NA	HKD	3,723.88	783.39	7,132.83	2,625.56	-	10,034.53	454.46	104.10	350.35	-	100.00%
71	Brand Collective Limited	30.09.2020	NA	HKD	12.35	(344.61)	31.41	363.67	-	13.84	(203.04)	-	(203.04)	-	70.00%
72	Poesitgem International FZCO	01.02.2021	NA	AED	22.54	169.71	36	161,706.68	-	85,040.44	1,467.93	-	1,467.93	-	75.00%
73	PDS Multinational FZCO	01.02.2021	NA	AED	9,536.24	6,796.20	16,983.13	650.70	-	8,916.19	8,916.19	-	8,916.19	-	100.00%
74	PDS Manufacturing (Private) Ltd	22.03.2021	NA	USD	24,268.43	(6.57)	24,773.87	512.01	-	21.20	-	-	21.20	-	100.00%
75	Norlanka Progress (Private) Ltd	20.10.2015	NA	LKR	-	-	-	-	-	-	-	-	-	-	100.00%
76	PDS Brands Private Limited	28.07.2021	NA	INR	1.00	(2.04)	112.07	113.11	-	(0.75)	(0.75)	-	(0.75)	-	100.00%
77	Spring Design London Limited	13.05.2021	NA	GBP	-	(459.36)	515.10	974.45	-	(11.65)	(11.65)	-	(11.65)	-	100.00%
78	PG Capital FZE	27.09.2021	NA	AED	22.54	259.06	968.25	686.65	-	139.66	2.56	2.56	137.09	-	100.00%
79	PDS Brands Manufacturing FZCO	01.01.2022	NA	AED	22.54	24.35	46.89	-	-	36.32	-	-	36.32	-	100.00%
80	S.O.T. Garments India Pvt Limited	01.12.2021	NA	INR	5.00	442.27	530.35	83.08	-	238.60	31.13	(7.76)	38.89	-	55.00%
81	Brand Collective Corporation Limited	29.11.2021	NA	GBP	0.01	(831.11)	781.64	1,612.74	-	2,032.16	(117.32)	-	(117.32)	-	70.00%
82	Sourcing Solutions Limited	31.05.2021	NA	HKD	8.23	304.62	3,616.10	3,303.25	-	11,546.99	407.36	-	407.36	-	51.00%
83	Simple Approach Bangladesh Private Limited	25.05.2022	NA	BDT	269.37	(277.68)	894.67	902.98	-	(243.57)	27.47	-	(271.04)	-	85.00%
84	Design Arc Europe SPA	13.05.2014	NA	EUR	2.69	(48.66)	35.70	81.67	-	1.22	-	-	1.22	-	70.00%
85	DBS Lifestyle India Private Limited	27.10.2022	NA	INR	2.04	1,231.34	3,049.93	1,816.55	-	2,022.17	(809.33)	(203.92)	(605.41)	-	51.00%
86	Suri Overseas Private Limited	27.05.2022	NA	INR	2.09	12.04	70.20	56.07	-	86.21	(41.04)	(10.31)	(30.74)	-	51.00%
87	S.Oliver Fashion India Private Limited	27.05.2022	NA	INR	1,314.00	(1,090.59)	238.49	15.08	-	5.38	-	-	5.38	-	55.00%
88	Sunny Up Limited	09.08.2022	NA	GBP	0.00	697.23	2,201.55	1,504.32	-	4,106.97	162.29	-	162.29	-	60.00%
89	PDS Fashions Hong Kong Limited	02.08.2022	NA	HKD	8.23	(58.03)	354.48	404.28	-	(0.74)	-	-	(0.74)	-	100.00%
90	PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)	10.10.2022	NA	HKD	-	-	-	-	-	-	-	-	-	-	100.00%
91	PDS Design Services Limited	08.12.2022	NA	HKD	8.23	(1.08)	7.15	-	-	(1.09)	-	-	(1.09)	-	100.00%
92	PDS Lifestyle Limited	08.12.2022	NA	HKD	8.23	(1.60)	6.63	-	-	(1.61)	-	-	(1.61)	-	51.00%
93	SKOPE Apparel FZCO	26.12.2022	NA	AED	22.54	530.88	2,549.51	1,996.09	-	5,967.64	534.88	-	534.88	-	75.00%
94	Infinity Fashion FZCO	26.12.2022	NA	AED	22.54	(54.36)	1,506.09	1,537.91	-	(14.58)	-	-	(14.58)	-	75.00%
95	PDS Logistics FZCO	03.10.2022	NA	AED	22.54	(6.24)	7.48	6.38	-	(12.61)	-	-	(12.61)	-	51.00%
96	PDS Sourcing FZCO	26.10.2022	NA	AED	22.54	(6.29)	102.10	85.85	-	(3.80)	-	-	(3.80)	-	100.00%
97	Collaborative Sourcing Services FZCO	25.07.2022	NA	AED	22.54	710.21	1,746.50	1,013.75	-	1,838.51	-	-	1,838.51	-	75.00%
98	Lily and Liomel London Limited	06.01.2023	NA	GBP	0.10	(339.37)	405.52	744.78	-	(268.82)	-	-	(268.82)	-	85.00%
99	PG Group SPA	24.01.2023	NA	EUR	2.84	3.94	17.93	11.14	-	2.29	(1.25)	-	3.54	-	51.00%

Sl. No.	Name of the subsidiary	Date since subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
100	PDS Collective Sourcing Limited (Erstwhile Casa Collective Sourcing Limited)	17.03.2023	NA	HKD	82.32	-	0.60	81.73	-	-	-	-	-	-	75.00%
101	Design Arc Brands Limited	22.02.2023	NA	GBP	0.10	(1,116.97)	234.31	1,351.18	-	9.89	(962.81)	-	(962.81)	-	85.00%
102	PDS Global Procurement Service FZCO	22.03.2023	NA	AED	22.54	(487.61)	52.17	517.24	-	61.02	(491.28)	-	(491.28)	-	100.00%
103	Upcycle Labs Limited	21.09.2021	NA	GBP	520.92	(771.49)	1,986.54	2,237.11	-	166.11	(708.31)	-	(708.31)	-	61.00%
104	Pangram Brands Global Private Limited	13.05.2014	NA	INR	5.00	(0.22)	5.08	0.30	-	-	(0.30)	(0.08)	(0.22)	-	51.00%
105	Simple Approach Home Limited	28.09.2023	NA	HKD	82.32	-	-	-	-	-	-	-	-	-	85.00%
106	Moda & Beyond Limited	04.08.2023	NA	GBP	10.41	(201.77)	910.58	1,101.95	-	856.38	(251.48)	(47.38)	(204.10)	-	64.00%
107	Wonderwall (FE) Limited, Hong Kong	01.04.2023	NA	HKD	0.00	(345.00)	1,738.38	2,083.38	-	1,202.73	(155.09)	-	(155.09)	-	63.75%
108	Wonderwall (FE) Limited	01.04.2023	NA	GBP	0.00	(615.49)	437.91	1,053.40	-	-	(67.89)	-	(67.89)	-	63.75%
109	PDS Fashions Bangladesh Limited	25.07.2023	NA	BDT	41.04	(24.88)	93.03	76.88	-	269.44	2.05	26.93	(24.88)	-	100.00%
110	Techno Sourcing BJS TICARET ANONIM ŞİRKETİ	31.05.2023	NA	TRY	100.91	29.03	185.31	55.37	-	830.48	24.19	-	24.19	-	55.00%
111	Techno (Shanghai) Trading Co., Ltd.	02.06.2023	NA	RMB	248.67	68.84	341.21	23.70	-	711.23	72.19	3.35	68.84	-	55.00%
112	New Lobster Limited	05.04.2023	NA	GBP	0.00	15,340.74	35,171.27	19,830.52	-	52,942.53	2,851.14	712.78	2,138.36	-	100.00%
113	PDS Lifestyle Limited, United Kingdom	08.05.2023	NA	GBP	0.00	214.57	15,580.92	15,366.35	-	-	1,915.22	-	1,915.22	-	100.00%
114	PDS Dsgn FZCO (Erstwhile PDS Lifestyle FZCO)	08.05.2023	NA	AED	22.54	(224.39)	103.97	305.82	-	123.42	(226.09)	-	(226.09)	-	100.00%
115	Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	08.05.2023	NA	AED	22.54	-	22.54	-	-	-	-	-	-	-	100.00%
116	Design Hub Sourcing FZCO	10.04.2023	NA	AED	22.54	72.88	827.59	732.17	-	1,035.95	73.43	-	73.43	-	100.00%
117	PDS Radius Brands FZCO	03.07.2023	NA	AED	22.54	(244.20)	413.51	635.17	-	257.67	(246.04)	-	(246.04)	-	75.00%
118	The Source Fashions Platform FZCO	10.08.2023	NA	AED	22.54	(3.02)	24.93	5.41	-	16.81	(3.05)	-	(3.05)	-	85.00%
119	Nodes Studio LDA	19.10.2023	NA	EUR	0.09	(442.44)	240.33	682.68	-	60.84	(334.08)	-	(334.08)	-	90.00%
120	Progressive Crusade Unipessoal LDA	19.10.2023	NA	EUR	0.09	(463.05)	238.64	701.60	-	353.74	(291.01)	-	(291.01)	-	60.00%
121	Home Sourcing Solutions Limited	24.11.2023	NA	HKD	82.32	-	-	-	-	-	-	-	-	-	85.00%
122	Vivere London Limited	29.10.2023	NA	GBP	0.10	296.70	495.55	198.76	-	255.12	(73.57)	-	(73.57)	-	57.00%
123	Sourcing Solutions Europe BVBA	26.01.2024	NA	EUR	53.89	(1,476.98)	57.56	1,480.65	-	30.42	(61.61)	-	(61.61)	-	51.00%
124	The Brand Group Limited	12.03.2024	NA	HKD	-	-	-	-	-	-	-	-	-	-	100.00%
125	INFINITY FASHION TEDARIK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as GEORGE TEDARIK HİZMETLERİ ANONİM ŞİRKETİ)	12.03.2024	NA	AED	19.97	460.90	1,234.43	753.55	-	30.95	-	-	30.95	-	100.00%
126	Collective Near East Sourcing Services FZCO	06.03.2024	NA	AED	22.54	-	22.54	-	-	-	-	-	-	-	100.00%
127	DH Sourcing Limited	27.03.2024	NA	BDT	7.60	-	7.60	-	-	-	-	-	-	-	60.00%

*Investments except investment in Group entities (Subsidiaries / Joint ventures / Associates).

** Extent of shareholding is the shareholding at PDS Group level. For further details, refer note 2 of consolidated financial statements

Notes:

1. Names of subsidiaries which are yet to commence operations

PDS Fashions Hong Kong Limited

PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)

PDS Design Services Limited

PDS Lifestyle Limited

SKOPE Apparels FZCO

Infinity Fashion FZCO

PDS Logistics FZCO

PDS Sourcing FZCO

Collaborative Sourcing Services FZCO

Simple Approach Home Limited

Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)

Home Sourcing Solutions Limited

The Brand Group Limited

Infinity Fashion TEDARİK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as George TEDARİK HİZMETLERİ ANONİM ŞİRKETİ)

Collective Near East Sourcing Services FZCO

DH Sourcing Limited

2. There are below subsidiaries which have been liquidated or sold during the year.

PDS Global Investments Limited

F. X. Import Company Limited

Poetic Knitwear Ltd

Pacific Logistics Ltd

3. Details of reporting currency and the rate used in the preparation of consolidated financial statements

Currency	For Conversion	
	Closing rate (in ₹)	Average rate (in ₹)
HKD	10.58	10.66
USD	82.79	83.40
GBP	104.08	105.28
RMB	11.55	11.55
AED	22.54	22.71
BDT	0.76	0.76
EUR	89.81	89.99
INR	1.00	1.00
CAD	61.40	61.60
LKR	0.26	0.28
TRY	3.09	2.58
CLP	0.09	0.09

4. Winding up process has been initiated for Norlanka Progress Private Ltd.

Part B- Joint Ventures / Associates

Sl. No.	Name of Associates or Joint Ventures (1)	Latest audited Balance Sheet Date (2)	Date on which the Associate or JV was associated or acquired (3)	Shares of Associate or Joint Ventures held by the company on the year end (4)		Description of how there is significant Influence (5)	Reason why the associate/ Joint venture is not consolidated (6)	Networth attributable to shareholding as per latest audited Balance Sheet (7)	Profit or Loss for the year (₹ Lacs) (8)	
				No.	Amount of Investment in Associates or Joint Venture				Extent of Holding (in percentage)	Considered in Consolidation
Joint ventures										
1	Redwood Internet Ventures Limited	31-Mar-24	09.12.2015	5,000	USD 5000	50.00%	50% joint venture	NA	-	-
2	Digital Internet Technologies Limited	31-Mar-24	25.02.2016	10,000	USD 10000	50.00%	50% joint venture	NA	-	-
3	Digital Ecom Techno Private Limited	31-Mar-24	17.06.2016	26,62,445	INR 10,81,000	42.14%	50% joint venture	NA	-	-
4	Yellow Octopus EU Sp. Z.oo	31-Mar-24	27.09.2021		AED 4,36,20,998	50.00%	50% joint venture	NA	574.16	94.69
5	Yellow Octopus-UK Limited (Formerly Yellow Octopus Fashion Ltd)	31-Mar-24	27.09.2021		USD 10000	50.00%	50% joint venture	NA	(16.87)	96.14
6	Yellow Octopus Ventures FZCO	-	27.09.2021		-	50.00%	50% joint venture	NA	-	-

Sl. No.	Name of Associates or Joint Ventures (1)	Latest audited Balance Sheet Date (2)	Date on which the Associate or JV was associated or acquired (3)	Shares of Associate or Joint Ventures held by the company on the year end (4)		Description of how there is significant Influence (5)	Reason why the associate/ Joint venture is not consolidated (6)	Networth attributable to shareholding as per latest audited Balance Sheet (7)	Profit or Loss for the year (₹ Lacs) (8)	
				No. Associates or Joint Venture	Amount of Investment in Associates or Joint Venture				Extent of Holding (in percentage)	Considered in Consolidation
Associates										
1	GWD Enterprises Limited	-	21.10.2010	100 A Shares and 25 B shares	0	25.00%	Group holds investment which by share ownership is deemed to be an associate company	NA	-	-
2	Loop Digital Wardrobe Limited	31-Mar-24	15.09.2021	2,00,000	GBP 121695	34.00%	NA	23.00	(30.65)	-
3	Nobleswear	-	19.01.2024	70,28,000	HKD 8098980	26.00%	NA	5.60	-	-
4	MAMBO LEISURE MASTERS LIMITED	-	22.09.2023	25,000	GBP 15000	20.00%	NA	-	-	-
5	Reflaunt Pte Limited	-	27.09.2021	-	-	26.00%	NA	-	-	-

By & On Behalf of the Board of Directors
For PDS Limited

Deepak Seth
Chairman & Non-Executive Director
DIN : 00003021

Pallak Seth
Vice Chairman & Executive Director
DIN : 00003040

May 14, 2024
Place: Mumbai, India



Global | Collaborative | Digital | Ethical

PDS Limited

CIN: L18101MH2011PLC388088

Regd. Office: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road
Andheri (East), Mumbai – 400093, Maharashtra. India.

E-mail: investors@pdsLtd.com **Website:** www.pdsLtd.com **Tel:** +91 22 41441100

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the Members of **PDS Limited** will be held on **Friday, the 26th day of July, 2024 at 2:30 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To declare the final dividend of ₹ 3.15 (Rupees Three and Fifteen Paise Only) per Equity Share for the financial year ended March 31, 2024.
3. To appoint a Director in place of Dr. Deepak Kumar Seth (DIN: 00003021), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Parth Gandhi (DIN: 01658253), who retires by rotation, and being eligible, offers himself for re-appointment.
5. To re-appoint M/s. Walker Chandiook & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration for a second term of five years.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013) be and is hereby re-appointed as the Statutory Auditors of the Company

for a second term of 5 (Five) consecutive years to hold office commencing from the conclusion of this 13th Annual General Meeting ("AGM") till the conclusion of the 18th AGM of the Company to be held for the financial year 2028-29, on such remuneration as mentioned in explanatory statement to this Notice for the financial year ending March 31, 2025.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the Statutory Auditor for the balance period.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient for implementing and giving effect to this resolution."

SPECIAL BUSINESS:

6. To authorize the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Limited - Employees Stock Option Plan 2021 – Plan B.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in modification of the earlier resolution passed by the Shareholders on July 30, 2021 and December 3, 2023 and pursuant to the provisions of Section 67(3) and other applicable provisions, if any,) of the Companies Act, 2013 ('the Act'), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the circulars issued by Securities and Exchange Board of India ("SEBI"), the Foreign Exchange Management Act (including statutory modification(s) or reenactment(s) thereof, 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 to the Board of Directors of the Company to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to PDS Multinational Fashions ESOP Trust ("Trust"), an irrevocable trust set-up by the Company in one or more tranches not exceeding i.e. 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free Reserves as per the latest audited financial statements, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares ("Shares") as may be prescribed under PDS Limited - Employees Stock Option Plan 2021 - Plan B ("Scheme") or any other share based employee benefit plan which may be introduced by the Company from time to time, with a view to deal in such shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations the Act and any other applicable laws and regulations such that the total amount of loan outstanding at any time shall not exceed ₹ 9,46,68,590/- (Rupees Nine Crores Forty-Six Lakhs Sixty-Eight Thousand Five Hundred and Ninety Only).

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time by utilising the proceeds realised from exercise of Employee Stock Options during the term of the Scheme and/or Employee Benefit Scheme(s), as the case may be, and the amounts accrued to the Trust at the time of termination of the Scheme and/or Employee Benefit Scheme(s), as the case may be.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the trustees of the Trust shall not vote in respect of the Shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance with the provisions of the SEBI SBEB Regulations, the Act and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof) 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."

Place: Mumbai, India

Date: May 14, 2024

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri - Ghatkopar Link Road, Andheri (East),
Mumbai - 400093, Maharashtra, India.

E-mail: investors@pdsLtd.com

Website: www.pdsLtd.com

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

Abhishekh Kanoi

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

NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its circular No. 9/2023 dated September 25, 2023 read with circulars dated 5 May 2020, 13 April 2020, 8 April 2020, 13 January 2021, 8 December 2021 and 28 December 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable circulars issued in this regard ("SEBI Circulars"), permitted the companies to conduct Annual General Meeting ("AGM") through Video Conferencing Facility/ Other Audio Visual Means ("VC/OAVM") till September 30, 2024 without physical presence of Members at a common venue.

In accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA Circulars, SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 13th AGM of the Company is being held through VC/OAVM on Friday, July 26, 2024, at 2:30 P.M. IST. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Company has availed the services of Link Intime India Private Limited, Registrar and Share Transfer of the Company, ("RTA"), for conducting the AGM through VC/ OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
3. The Explanatory Statement pursuant to Section 102 of the Act, in respect of special business set out at Item No. 6 of the accompanying Notice is annexed hereto as **Annexure I**. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of Directors seeking appointment / re-appointments at this AGM is annexed as **Annexure II**.
4. As the AGM shall be conducted through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. The Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer by email at gaurav.sainani@legalixir.com and sunny.gogiya@legalixir.com with a copy marked to instameet@linkintime.co.in.
6. The Members may join the 13th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 2:00 P.M. (IST) i.e. 30 (Thirty) minutes before the time scheduled to start the 13th AGM and the Company may close the window for joining the VC/ OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 13th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The 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. can attend the 13th AGM without any restriction on account of 'first come first served' basis.
7. The attendance of the Members participating in the 13th AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, July 19, 2024.
9. Electronic copy of the Notice of the 13th AGM of the Company, *inter-alia*, indicating the process and manner of electronic voting ("e-voting") is being sent to all the members whose email addresses are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, hard copies of the Notice of the 13th AGM of the Company, *inter-alia*, indicating the process and Manner of e-voting are being sent in the permitted mode.

Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by the holders Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / Link Intime to enable servicing of notices/documents / Annual Reports and other communications electronically to their e-mail address in the future.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24 and Notice of the 13th AGM of the Company, may send request to the Company's email address at investors@pds ltd.com mentioning Folio No./ DP ID and Client ID.
10. In terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI

Circulars, the Annual Report including Notice of the 13th AGM of the Company will also be available on the website of the Company at www.pdslt.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited ("Link Intime") at <https://instavote.linkintime.co.in>.

11. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 17, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 01, 2024 upon registering all the required details.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The necessary forms in this regard have been made available on the website of the Company at <https://pdslt.com/investors/investor-information/#request-forms> and RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html> and <https://liiplweb.linkintime.co.in/client-downloads.html>. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ("DPs")
 - b. For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12,

2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, Link Intime at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://pdslt.com/investors/investor-information/#request-forms>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Link Intime in case the shares are held in physical form.
16. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address, etc. to the RTA at the following address:

Link Intime India Private Limited

Address: Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058
Tel.: (011) 41410592, 93, 94
E-mail: delhi@linkintime.co.in

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.

17. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal (<https://smartodr.in/login>). Shareholders are requested to take note of the same.
18. SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/72 dated June 08, 2023, have directed all RTA to have a functional website to provide a mechanism for the investor to lodge service requests and complaints online and thereafter track the status and obtain periodical updates. Accordingly, Company's RTA, Link Intime India Private Limited had launch 'SWAYAM' a brand-new Investor Self-Service Portal, designed exclusively for the Investors.
- 'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Private Limited", that empowers our Members to effortlessly access various services. We request you to get registered and have first-hand experience of the portal at <https://swayam.linkintime.co.in>.
19. The Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred in the Notice calling the AGM will be available electronically for inspection by the Members up to the date of AGM. Members seeking to inspect such documents can send an email to investors@pdsLtd.com.
20. Pursuant to demerger, the unclaimed shares lying in the suspense account of the Company, are also required to be transferred to an IEPF. Members who have not claimed their shares are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with prescribed procedure.
21. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2024 send their queries at investors@pdsLtd.com at least 7 (Seven) days before the date of 13th AGM. The same will be replied by/ on behalf of the Company suitably.
22. In case of joint holders attending the 13th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. The term 'Members' has been used to denote Shareholders of PDS Limited.
24. **DIVIDEND**
- The Board of Directors at its meeting held on May 14, 2024, has recommended a final dividend of ₹ 3.15 per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM, is Friday, July 19, 2024.
- If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be made on or before Saturday, August 24, 2024, as under:
- To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Friday, July 19, 2024.
 - To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 19, 2024.
- Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, July 20, 2024 to Friday, July 26, 2024 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the 13th AGM.
- a. Payment of Dividend through electronic means**
- To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's RTA - Link Intime.
 - Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
 - Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository

accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

- Members holding shares in physical form are requested to advise any change of address immediately to the Company's RTA. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's RTA.
- Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act:

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2023-24 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The

withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate for financial year 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents can be downloaded from Link Intime's website at <https://linkintime.co.in/client-downloads.html> on general tab and are required to be uploaded on the Link Intime's portal at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 5 pm (IST) , Friday, July 19, 2024, to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5:00 pm (IST) Friday, July 19, 2024, shall not be considered. All communications/ queries in this respect

should be addressed to our RTA, Link Intime to its email address at delhi@linkintime.co.in. The Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://eportal.incometax.gov.in/iec/fooservices/>.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government

Members who have not encashed dividend declared by the Company during previous years, are advised to write to the Company immediately at investors@pds Ltd.com.

25. VOTING

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes on each resolutions set forth in the Notice of the 13th AGM using electronic voting system ("remote e-voting") and e-voting during the 13th AGM, provided by Link Intime and the business may be transacted through such voting.

The remote e-voting period begins Monday, July 22, 2024 (9.00 AM IST) and ends on Thursday, July 25, 2024 (5.00 PM IST). The remote e-voting module shall be disabled by Link Intime for voting thereafter. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Friday, July 19, 2024 may cast their votes electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 13th AGM and holds shares as of the cut-off date i.e. Friday, July 19, 2024, may obtain the login ID and password by sending a request at investors@pds Ltd.com or delhi@linkintime.co.in (RTA email id). However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

A. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on 'Login'

→ Select the "**Company**" and '**Event Date**' and register with your following details: -

- **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).

E. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- a. Shareholders who would like to express their views/ ask questions as a speaker at the Meeting may pre- register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investors@pds Ltd.com on or before Friday, July 19, 2023. Only

those Members who have pre-registered themselves as a speaker on the dedicated email id investors@pdsLtd.com will be allowed to express their views/ask questions during the AGM.

- b. Shareholders will get confirmation on first cum first basis.
- c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- d. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- e. 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.

F. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL 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:

- a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b. 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'.
- c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- d. 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 cut-off date under 'Favour/Against'.
- e. 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.

- f. 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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 or contact on: -
Tel: 022-49186175

G. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

Pursuant to SEBI circular dated December 9, 2020 individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

LOGIN METHOD –

Login Method for	Login Method
Individual Shareholders holding securities in demat mode with NSDL:	
Individual Shareholders If registered with NSDL IDeAS facility	<ol style="list-style-type: none"> 1. Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login". 2. Enter user id and password. Post successful authentication, click on "Access to e-voting". 3. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote web-site for casting the vote during the remote e-voting period.
Individual Shareholders who have not registered for NSDL IDeAS facility	<ol style="list-style-type: none"> 1. To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Proceed with updating the required fields. 3. Post registration, user will be provided with Login ID and password. 4. After successful login, click on "Access to e-voting". 5. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote web-site for casting the vote during the remote e-voting period.
By directly visiting the e-voting website of NSDL	<ol style="list-style-type: none"> 1. Visit URL: https://www.evoting.nsdl.com/ 2. Click on the "Login" tab available under 'Shareholder/Member' section. 3. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting". 5. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote web-site for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL:	
Individual Shareholders who have registered for CDSL Easi/Easiest facility	<ol style="list-style-type: none"> 1. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. 2. Click on New System Myeasi 3. Login with user id and password 4. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. 5. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote web-site for casting the vote during the remote e-voting period.
Individual Shareholders who have not registered for CDSL Easi/Easiest facility	<ol style="list-style-type: none"> 1. To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 2. Proceed with updating the required fields. 3. Post registration, user will be provided Login ID and password. 4. After successful login, user able to see e-voting menu. 5. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
By directly visiting the e-voting website of CDSL	<ol style="list-style-type: none"> 1. Visit URL: https://www.cdslindia.com/ 2. Go to e-voting tab. 3. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit". 4. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account 5. After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with Depository Participant:	
Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility	<ol style="list-style-type: none"> 1. Login to DP website 2. After Successful login, members shall navigate through "e-voting" tab under Stocks option. 3. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. 4. After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login Method for	Login Method
<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime</p>	<p>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Share-holders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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. <p><i>*Shareholders holding shares in physical form but have not recorded 'C' and 'D'; shall provide their Folio number in 'D' above</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i></p> <p>→ 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).</p> <p>→ Click "confirm" (Your password is now generated).</p> 3. Click on 'Login' under 'SHARE HOLDER' tab. 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.
	<p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 2. E-voting page will appear. 3. 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). 4. 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.
<p>Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):</p>	<p>STEP 1 – Registration</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on Sign up under "Corporate Body/ Custodian/Mutual Fund" 3. Fill up your entity details and submit the form. 4. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. 5. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID. 6. While first login, entity will be directed to change the password and login process is completed.

Login Method for	Login Method
STEP 2 – Investor Mapping	<ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. 2. Click on “Investor Mapping” tab under the Menu Section 3. Map the Investor with the following details: <ol style="list-style-type: none"> a. ‘Investor ID’ - <ol style="list-style-type: none"> i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678. ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. b. ‘Investor’s Name - Enter full name of the entity. c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department. d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card. 4. Click on Submit button and investor will be mapped now. 5. The same can be viewed under the “Report Section”.
STEP 3 – Voting through remote e-voting	<p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p>METHOD 1 - VOTES ENTRY</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. 2. Click on ‘Votes Entry’ tab under the Menu section. 3. Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting. 4. Enter ‘16-digit Demat Account No.’ for which you want to cast vote. 5. 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). 6. After selecting the desired option i.e., Favour / Against, click on ‘Submit’. 7. 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). <p>OR</p> <p>VOTES UPLOAD:</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. 2. You will be able to see the notification for e-voting in inbox. 3. Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear. 4. Download sample vote file from ‘Download Sample Vote File’ option. 5. Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option. 6. Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPDESK:

Helpdesk for	Email IDs/ Helpline Numbers
For Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:	
Individual Shareholders holding securities in physical mode/ Institutional shareholders:	Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.
For Individual Shareholders holding securities in demat mode	
Individual Shareholders holding securities in demat mode	Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

FORGOTTEN PASSWORD:

for	Method
Individual Shareholders holding securities in Physical mode has forgotten the password:	<p>If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?' Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT". <p>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.</p> <p>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.</p>
Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password	<p>Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.</p> <ul style="list-style-type: none"> 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 this 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". <p>User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID</p> <p>User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.</p>

for	Method
Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:	<p>If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?' Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT". <p>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.</p>

28. Mr. Rajive Ranjan, AVP – Link Intime India Private Limited, Email ID enotices@linkintime.co.in and contact number - 022 – 4918 6000 may be contacted for any grievances connected with the facility for e-voting on the day of the AGM and for remote e-voting.
29. Mr. Gaurav Sainani, Partner (C.P. No. 24482) or failing him Mr. Sunny Gogiya, Partner (C.P. No. 21563) of M/s. SGGS and Associates, Practicing Company Secretaries (FRN: P2021MH086900) have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and e-voting at the 13th AGM in a fair and transparent manner.
30. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit 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. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.pdsltd.com and on the website of Link Intime <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 13th AGM i.e. Friday, July 26, 2024.

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

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

Place: Mumbai, India
Date: May 14, 2024

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@psltd.com
Website: www.pdsltd.com

Annexure-I

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5: To re-appoint M/s. Walker Chandio & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration for a second term of five years.

This explanatory statement is in the terms of Regulation 36(5) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however the same is strictly not required as per section 102 of the Companies Act, 2013 ("the Act").

The Members at the 8th Annual General Meeting ("AGM") of the Company held on November 13, 2019, had approved appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), ("WCC") as the Statutory Auditors of the Company to hold office from the conclusion of the 8th AGM till the conclusion of the 13th AGM of the Company to be held for the financial year 2023-24. WCC would be completing their first term of five years at the conclusion of this AGM.

After evaluating and considering various factors such as industry experience, past performance, efficiency in conduct of audit and independence, and based on the recommendation of the Audit Committee, the Board recommends re-appointment of WCC, as the Statutory Auditors of the Company, for the second term of five consecutive years from the conclusion of this 13th AGM till the conclusion of 18th AGM of the Company to be held for the financial year 2028-29, for approval of the members as an ordinary resolution.

Brief Profile

M/s. Walker Chandio & Co. LLP, Chartered Accountants, was established on January 01, 1935, and converted to a LLP on March 25, 2014. The registered office is located at L-41, Connaught Circus, New Delhi 110001. The Firm has 70 partners and over 2,145 personnel. The Firm is registered and empanelled with The Institute of Chartered Accountants of India, Public Company Accounting Oversight Board and Comptroller and Auditor General of India. The firm provides professional services like auditing, taxation, and management consultancy services to clients in India.

WCC have provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid certificate issued by the 'Peer Review Board of ICAI'. The Company has received confirmation and consent from WCC that they are eligible for reappointment under Section 139 and 141 of the Act.

WCC was paid remuneration of ₹ 65,78,000 for conducting statutory audit of the Company for the financial year ended March 31, 2024, plus applicable taxes and out-of-pocket expenses. The increase in fee proposed to be paid to WCC for the financial year ending March 31, 2025 will be mutually agreed basis the efforts involved and shall not exceed 15% of the fee paid for the previous year. Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of WCC as Statutory Auditors for the remaining part of its tenure.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6: Authorization to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire Equity Shares of the Company for implementation of the PDS Limited - Employees Stock Option Plan 2021 – Plan-B

To execute PDS Limited - Employees Stock Option Plan B ("Scheme") through Trust Route, the Company needs to make provisioning of funds to PDS Multinational Fashions ESOP Trust, an irrevocable trust set-up by the Company, ("the Trust") so as to enable it to purchase the Shares of the Company.

For facilitating the subscription of the Shares by the Trust for the purposes of the Plan, approval of the Members was obtained for provision of money by the Company to the Trust by way of loan, provision of guarantee or security in connection with a loan granted or to be granted, in one or more tranches. The details of previous approval of the members are as follows:

Type and Date of Meeting	Amount (in ₹)	Overall ceiling
10 th Annual General Meeting held on July 30, 2021	5,80,00,000	5% (Five percent) of the aggregate of the paid-up equity share capital and free reserves of the Company as per the latest Audited Financial Statements.
Through Postal Ballot passed on December 3, 2023	9,20,00,000	

In view of the aforesaid and to further increase the amount of financial assistance to the Trust, the Members are recommended to grant authority to the Board of Directors of the Company to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to PDS Multinational Fashions ESOP Trust, in one or more tranches, for an aggregated amount not exceeding ₹ 9,46,68,590 (Rupees Nine Crore Forty-Six Lakhs Sixty-Eight Thousand Five Hundred and Ninety only), i.e. within the limit of 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free Reserves as per the Audited Financial Statements for the year ended March 31, 2024, being the statutory ceiling as per the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") read with relevant provisions of the Companies Act, 2013 ("the Act").

The disclosures as per Rule 16 of Companies (Share Capital and Debenture) Rules, 2014 are as under:

1	The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.	The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares is as follow: <ul style="list-style-type: none"> • a permanent employee of the Company working in India or out of India; • a Director of the Company or an employee, as defined in sub-clauses (i) or (ii) of a Subsidiary of the Company, in India or out of India, or of a holding company of the Company, 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable).
2	The particulars of the Trustee or Employees in whose favor such Shares are to be registered.	Name of the Trustees: Vistra ITCL (India) Limited
3	Particulars of Trust.	Name of the Trust: PDS Multinational Fashions ESOP Trust Address of the Trust: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road, Andheri (East), Mumbai – 400093, Maharashtra (India).
4	Name, Address, Occupation and Nationality of Trustees.	Name: Vistra ITCL (India) Limited Address: The IL&FS Financial Center, Plot No. C-22, G Block, 7 th Floor Bandra Kurla Complex Bandra (East), Mumbai 400051 Occupation: Business Nationality: Indian Entity
5	Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.	None
6	Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.	The Key Managerial personnel and Directors are interested in the Scheme only to the extent, to the Options that may be granted to them, if any, under the Scheme.
7	The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme	Other than the Options granted in accordance with the Scheme through trust route, the employees are not being granted any other benefits under the Scheme.
8	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	The Trust would be considered as the registered shareholder of the Equity Shares of the Company acquired by the Trust pursuant to the Scheme till the date of transfer of the Equity Shares to the employees, upon exercise of the option by the relevant employee(s). However, the trustees of the Trust will not have any right to vote on the Equity Shares held by the Trust. Upon transfer of the Equity Shares to the employee(s) upon exercise of the Options, the relevant employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.

Consent of the members is being sought by way of a special resolution pursuant to Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SEBI SBEB Regulations.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 6 of the Notice for approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements under the Scheme.

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

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

Place: Mumbai, India

Date: May 14, 2024

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.

E-mail: investors@pdsLtd.com

Website: www.pdsLtd.com

Annexure-II

PROFILE OF DIRECTORS

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Name of Director	Dr. Deepak Kumar Seth	Mr. Parth Gandhi
DIN	00003021	01658253
Date of Birth	22/05/1951	10/04/1971
Nationality	Indian	Indian
Age	73 years	53 years
Qualification(s)	Master of Business Administration (MBA); B.A. (Economics) and Honorary Doctor of Philosophy Degree (Ph.D.) by UPES.	MBA from Michigan State University and a BE from University of Mumbai.
Experience (including expertise in specific functional area) / Brief Profile	Dr. Deepak Kumar Seth is an active member of the Apparel Export Promotion Council of India ("AEPIC") and has held the post of "Vice Chairman" of the Eastern Region of AEPIC for more than 2 years. He is also an executive member of the Apparel Exporters & Manufacturers Association (AEMA) and was awarded the "Udyog Ratna" Award by the Haryana Govt. in 2006 for his entrepreneurial skills. His knowledge of the business environment and vast experience in general management has been an asset to the Company. He has been awarded an Honorary Doctor of Philosophy Degree (Ph.D.) by UPES in honor of his exceptional journey as a self-made entrepreneur and is widely regarded as one of the pioneers of apparel sourcing and manufacturing in India.	Mr. Parth Gandhi is a senior investment professional with significant experience in India for over two decades. He was a Senior Partner and Managing Director at Apollo Global Managements India JV with ICICI, AION. AION, was one of the largest single India focused Private Equity funds (USD 825 million) and with coinvest capital committed roughly USD 1.25 billion of investments in India. Prior to that he was a President of Private Equity at ICICI Venture Funds Management Company Limited and was responsible for establishing the strategic partnership with Apollo and in developing AION Investment strategy. Mr. Gandhi serves on the International Advisory Board for Michigan State University, is a charter member of TiE Global (The Indus Entrepreneurs) and an active member of The Explorers Club and ASSOCHAM (The Associated Chambers of Commerce and Industry of India).
Date of first Appointment on the Board	April 6, 2011	May 27, 2021
Details of Shareholding the Company as on March 31, 2024	1,57,78,670 Equity Shares	42,500 Equity Shares
Directorship held in other Companies as on March 31, 2024	<ul style="list-style-type: none"> ● Pearl Global Industries Limited ● Pearl Global Kaushal Vikas Limited ● Sbuys E-Commerce Limited ● PS Arts Private Limited ● Digital Ecom Techno Private Limited ● Sead Apparels Private Limited 	Uniloy Plastics Machinery Private Limited
Relationship with Directors and Key Managerial Personnel	Husband of Mrs. Payel Seth, Non-Executive Non-Independent Director and Father of Mr. Pallak Seth, Executive Director Vice-Chairman	None
No. of Board Meetings attended in FY 2023-24	Five (5) of Six (6)	Six (6) of Six (6)
Terms and conditions of re-appointment	As per Company's Policy on Nomination and Remuneration (available on the Company's website at https://pdsLtd.com/investors/corporate_governance/)	
Details of last drawn remuneration and proposed remuneration	Nil	Nil
Memberships/ Chairmanships of Committees of other companies	Member of Nomination & Remuneration Committee in Pearl Global Industries Limited.	None
Listed entities from which he had resigned in the past 3 (Three) years	None	None



Global | Collaborative | Digital | Ethical

CORPORATE OFFICE

Unit No. 971,
Solitaire Corporate Park,
Andheri – Ghatkopar Link Road
Andheri (East), Mumbai – 400093
Maharashtra, India

www.pdsltd.com

