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PDSL/SE/2024-25/36

July 4, 2024

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

**Sub: Submission of Annual Report and Notice convening 13<sup>th</sup> 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 13<sup>th</sup> 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 13<sup>th</sup> 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](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](http://www.pdsLtd.com) 📧 [info@pdsLtd.com](mailto:info@pdsLtd.com)



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### 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](mailto:investors@pdsLtd.com) **Website:** [www.pdsLtd.com](http://www.pdsLtd.com) **Tel:** +91 22 41441100

### NOTICE

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of **PDS Limited** will be held on **Friday, the 26<sup>th</sup> 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 13<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of the 18<sup>th</sup> 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](mailto:investors@pdsLtd.com)

Website: [www.pdsLtd.com](http://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 13<sup>th</sup> 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](mailto:gaurav.sainani@legalixir.com) and [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).

6. The Members may join the 13<sup>th</sup> 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 13<sup>th</sup> AGM and the Company may close the window for joining the VC/ OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 13<sup>th</sup> 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 13<sup>th</sup> AGM without any restriction on account of 'first come first served' basis.

7. The attendance of the Members participating in the 13<sup>th</sup> 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 13<sup>th</sup> 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 13<sup>th</sup> 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 13<sup>th</sup> AGM of the Company, may send request to the Company's email address at [investors@pds ltd.com](mailto: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 13<sup>th</sup> AGM of the Company will also be available on the website of the Company at [www.pds ltd.com](http://www.pds ltd.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://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](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://pds ltd.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://pds ltd.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, 1<sup>st</sup> 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](mailto: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@pds Ltd.com](mailto:investors@pds Ltd.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@pds Ltd.com](mailto:investors@pds Ltd.com) at least 7 (Seven) days before the date of 13<sup>th</sup> AGM. The same will be replied by/ on behalf of the Company suitably.
22. In case of joint holders attending the 13<sup>th</sup> 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 13<sup>th</sup> 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](mailto: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@pdsitd.com](mailto:investors@pdsitd.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 13<sup>th</sup> AGM using electronic voting system ("remote e-voting") and e-voting during the 13<sup>th</sup> 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 13<sup>th</sup> 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@pdsitd.com](mailto:investors@pdsitd.com) or [delhi@linkintime.co.in](mailto: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@pdsitd.com](mailto:investors@pdsitd.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](mailto: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 –**

<b>Login Method for</b>	<b>Login Method</b>
<b>Individual Shareholders holding securities in demat mode with NSDL:</b>	
Individual Shareholders If registered with NSDL IDeAS facility	<ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> and click on "Beneficial Owner" icon under "Login".</li> <li>2. Enter user id and password. Post successful authentication, click on "Access to e-voting".</li> <li>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.</li> </ol>
Individual Shareholders who have not registered for NSDL IDeAS facility	<ol style="list-style-type: none"> <li>1. To register, visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> and select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Proceed with updating the required fields.</li> <li>3. Post registration, user will be provided with Login ID and password.</li> <li>4. After successful login, click on "Access to e-voting".</li> <li>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.</li> </ol>
By directly visiting the e-voting website of NSDL	<ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>2. Click on the "Login" tab available under 'Shareholder/Member' section.</li> <li>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.</li> <li>4. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".</li> <li>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.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL:</b>	
Individual Shareholders who have registered for CDSL Easi/Easiest facility	<ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>2. Click on New System Myeasi</li> <li>3. Login with user id and password</li> <li>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.</li> <li>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.</li> </ol>
Individual Shareholders who have not registered for CDSL Easi/Easiest facility	<ol style="list-style-type: none"> <li>1. To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>2. Proceed with updating the required fields.</li> <li>3. Post registration, user will be provided Login ID and password.</li> <li>4. After successful login, user able to see e-voting menu.</li> <li>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.</li> </ol>
By directly visiting the e-voting website of CDSL	<ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>2. Go to e-voting tab.</li> <li>3. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".</li> <li>4. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</li> <li>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.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with Depository Participant:</b>	
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"> <li>1. Login to DP website</li> <li>2. After Successful login, members shall navigate through "e-voting" tab under Stocks option.</li> <li>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.</li> <li>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.</li> </ol>

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><b>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -               <ol style="list-style-type: none"> <li><b>A. User ID:</b> 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.</li> <li><b>B. PAN:</b> 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.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> 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> </li> </ol> </li> <li>3. Click on 'Login' under 'SHARE HOLDER' tab.</li> <li>4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.</li> </ol>
	<p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>2. E-voting page will appear.</li> <li>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).</li> <li>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.</li> </ol>
<p><b>Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):</b></p>	<p><b>STEP 1 – Registration</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"</li> <li>3. Fill up your entity details and submit the form.</li> <li>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 &amp; stamped and sent to <a href="mailto:insta.vote@linkintime.co.in">insta.vote@linkintime.co.in</a>.</li> <li>5. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.</li> <li>6. While first login, entity will be directed to change the password and login process is completed.</li> </ol>

Login Method for	Login Method
STEP 2 –Investor Mapping	<ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</li> <li>2. Click on "Investor Mapping" tab under the Menu Section</li> <li>3. Map the Investor with the following details:               <ol style="list-style-type: none"> <li>a. 'Investor ID' -                   <ol style="list-style-type: none"> <li>i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678.</li> <li>ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> </ol> </li> <li>b. 'Investor's Name - Enter full name of the entity.</li> <li>c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.</li> <li>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.</li> </ol> </li> <li>4. Click on Submit button and investor will be mapped now.</li> <li>5. The same can be viewed under the "Report Section".</li> </ol>
STEP 3 – Voting through remote e-voting	<p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p><b>METHOD 1 - VOTES ENTRY</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</li> <li>2. Click on 'Votes Entry' tab under the Menu section.</li> <li>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.</li> <li>4. Enter '16-digit Demat Account No.' for which you want to cast vote.</li> <li>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 '<b>View Resolution</b>' file link).</li> <li>6. After selecting the desired option i.e., Favour / Against, click on 'Submit'.</li> <li>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).</li> </ol> <p><b>OR</b></p> <p><b>VOTES UPLOAD:</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</li> <li>2. You will be able to see the notification for e-voting in inbox.</li> <li>3. Select '<b>View</b>' icon for '<b>Company's Name / Event number</b>'. E-voting page will appear.</li> <li>4. Download sample vote file from 'Download Sample Vote File' option.</li> <li>5. Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.</li> <li>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).</li> </ol>

**HELPDESK:**

Helpdesk for	Email IDs/ Helpline Numbers						
<b>For Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:</b>							
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 <a href="mailto:enotices@linkintime.co.in">enotices@linkintime.co.in</a> or contact on: - Tel: 022 – 4918 6000.						
<b>For Individual Shareholders holding securities in demat mode</b>							
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.						
	<table border="1"> <thead> <tr> <th>Login type</th> <th>Helpdesk details</th> </tr> </thead> <tbody> <tr> <td>Individual Shareholders holding securities in demat mode with NSDL</td> <td>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000</td> </tr> <tr> <td>Individual Shareholders holding securities in demat mode with CDSL</td> <td>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</td> </tr> </tbody> </table>	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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>• Click on 'Login' under '<b>SHARE HOLDER</b>' tab and further Click '<b>forgot password?</b>'</li> <li>• Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".</li> </ul> <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 (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</p> <p><b>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):</b> 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"> <li>• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>• For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>• During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".</li> </ul> <p><b>User ID for Shareholders holding shares in NSDL demat account</b> is 8 Character DP ID followed by 8 Digit Client ID</p> <p><b>User ID for Shareholders holding shares in CDSL demat account</b> is 16 Digit Beneficiary ID.</p>

for	Method
<b>Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:</b>	<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: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'</li> <li>Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".</li> </ul> <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 (@!#\$%&amp;*), 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](mailto: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 13<sup>th</sup> 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.pds ltd.com](http://www.pds ltd.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 13<sup>th</sup> 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@pds ltd.com](mailto:investors@pds ltd.com)  
Website: [www.pds ltd.com](http://www.pds ltd.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 8<sup>th</sup> 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 8<sup>th</sup> AGM till the conclusion of the 13<sup>th</sup> 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 13<sup>th</sup> AGM till the conclusion of 18<sup>th</sup> 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 <sup>th</sup> 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	<b>The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.</b>	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"> <li>• a permanent employee of the Company working in India or out of India;</li> <li>• 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).</li> </ul>
2	<b>The particulars of the Trustee or Employees in whose favor such Shares are to be registered.</b>	Name of the Trustees: Vistra ITCL (India) Limited
3	<b>Particulars of Trust.</b>	<b>Name of the Trust:</b> PDS Multinational Fashions ESOP Trust <b>Address of the Trust:</b> Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road, Andheri (East), Mumbai – 400093, Maharashtra (India).
4	<b>Name, Address, Occupation and Nationality of Trustees.</b>	<b>Name:</b> Vistra ITCL (India) Limited <b>Address:</b> The IL&FS Financial Center, Plot No. C-22, G Block, 7 <sup>th</sup> Floor Bandra Kurla Complex Bandra (East), Mumbai 400051 <b>Occupation:</b> Business <b>Nationality:</b> Indian Entity
5	<b>Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.</b>	None
6	<b>Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.</b>	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	<b>The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme</b>	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	<b>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</b>	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](mailto:investors@pdsltd.com)

Website: [www.pdsltd.com](http://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 ("AEPCC") and has held the post of "Vice Chairman" of the Eastern Region of AEPCC 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"> <li>• Pearl Global Industries Limited</li> <li>• Pearl Global Kaushal Vikas Limited</li> <li>• Sbuys E-Commerce Limited</li> <li>• PS Arts Private Limited</li> <li>• Digital Ecom Techno Private Limited</li> <li>• Sead Apparels Private Limited</li> </ul>	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 <a href="https://pdsltd.com/investors/corporate_governance/">https://pdsltd.com/investors/corporate_governance/</a> )	
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

