



## 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 2022-23

#### 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 this Report which can be accessed through web link - [www.pdsltd.com](http://www.pdsltd.com).

- 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. 44 to Standalone Financial Statements mentioned in this Report which can be accessed through web link - [www.pdsltd.com](http://www.pdsltd.com)

#### 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 Limited- Employee Stock Option Plan 2021 - Plan B* | PDS 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 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  | -   |
| 7       | Variation in Terms of Options/ Units   | 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.  |   |  |   |
| 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  |   |  |   |

| 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 Limited- Employee Stock Option Plan 2021 - Plan B* | PDS Limited - Phantom Stock Units Plan 2021** |
|---------|--|---|---|--|---|
| 10      | <b>Option movement during the Year</b>   |   |   |  |   |
|         | Number of Options/Units outstanding at the beginning of the period, i.e., April 1, 2022  | 26,28,910   | 27,93,525   | 21,225   | 4,17,500                                      |
|         | Number of Options/Units granted during the year  | 20,000  | 1,10,000  | 3,40,000   | -   |
|         | Number of Options/Units forfeited/lapsed during the year   | Nil   | 1,16,250  | Nil  | 1,35,000                                      |
|         | Number of Options/Units vested during the year   | 17,18,910   | 6,74,625  | 5,306  | 1,04,375                                      |
|         | Number of Options/Units exercised during the year  | 5,75,000  | 1,19,100  | Nil  | 68,125  |
|         | Number of Shares arising as a result of exercise of options/units  | 5,75,000  | 1,19,100  | Nil  | Nil*  |
|         | Money realized by exercise of options/units (Amount in ₹)  | ₹4,60,00,000  | ₹2,63,17,900  | Nil  | 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, 2023   | 20,73,910   | 26,68,175   | 3,61,225   | 4,84,375                                      |
|         | Number of Options/units exercisable as at March 31, 2023   | 11,43,910   | 5,55,525  | 5306   | 36,250  |
| 11      | <b>Weighted average exercise price of Options/Units granted whose</b>  |   |   |  |   |
|         | (a) Exercise Price equals market price   | Refer Annexure A & Note No. 44 to the Standalone Financial Statements |   |  |   |
|         | (b) Exercise Price is greater than market price  |   |   |  |   |
|         | (c) Exercise Price is less than market price   |   |   |  |   |
|         | <b>Weighted average fair value of Options/units granted during the year whose</b>  |   |   |  |   |
|         | (a) Exercise Price equals market price   | Refer Annexure A & Note No. 44 to the Standalone Financial Statements |   |  |   |
|         | (b) Exercise Price is greater than market price  |   |   |  |   |
|         | (c) Exercise Price is less than market price   |   |   |  |   |
|         | <b>Weighted Average Information:</b>   |   |   |  |   |
|         | 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 Limited- Employee Stock Option Plan 2021 - Plan B* | PDS Limited - Phantom Stock Units Plan 2021** |
|---------|--|---|---|--|---|
| 12      | Employee Wise details of-<br>i) Options/units granted to Key Managerial Personnel during the FY 2022-23<br>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;<br>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 | -   | Mr. Rahul Ahuja, Chief Financial Officer - 2,00,000 Stock Options at Exercise price of ₹ 268/- per share. | -  | -   |
| 13      | A description of the method and significant assumptions used during the year to estimate the fair value of options.  | Refer to Note No. 44 to the Standalone Financial Statements   |   |  |   |

**Notes:**

During the year under the review, the Company has undergone stock split in the ratio of 1:5, pursuant to which the Face Value of per share has been changed from ₹10/- per share to ₹2/- per share

#The Company has purchased 1,32,225 shares held by PDS Multinational Fashions ESOP Trust as on March 31, 2023.

\* 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 & method used to account in fair value.

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

(Formerly PDS Multinational Fashions Limited)

**Deepak Kumar Seth**

Chairman &amp; Non-Executive Director

DIN: 00003021

**Pallak Seth**

Executive Vice-Chairman

DIN : 00003040

Date: May 11, 2023  
Place: Mumbai, India