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PDSL/SE/2024-25/10

April 17, 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: Report on Corporate Governance for the Quarter ended March 31, 2024.

Dear Sir/ Madam,

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended March 31, 2024, for your reference.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
for PDS Limited

**ABHISHEKH
KANOI**

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

Digitally signed by
ABHISHEKH KANOI
Date: 2024.04.17 14:49:49
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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

General information about company

Scrip code	538730
NSE Symbol	PDSL
MSEI Symbol	NOTLISTED
ISIN	INE111Q01021
Name of the entity	PDS Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Deepak Kumar Seth	AABPS2568Q	00003021	Non-Executive - Non Independent Director	Chairperson related to Promoter		22-05-1951
2	Mrs	Payel Seth	AABPS1006M	00003035	Non-Executive - Non Independent Director	Not Applicable		29-05-1958
3	Mr	Pallak Seth	ACXPS6333B	00003040	Executive Director	Not Applicable		13-08-1977
4	Mr	Parth Gandhi	AABPG0664K	01658253	Non-Executive - Non Independent Director	Not Applicable		10-04-1971
5	Mr	Robert Sinclair	ZZZZZ9999Z	09390821	Non-Executive - Independent Director	Not Applicable		19-01-1963
6	Mr	Mungo Park	ZZZZZ9999Z	09390792	Non-Executive - Independent Director	Not Applicable		23-03-1956
7	Ms	Yael Gairola	ZZZZZ9999Z	08434509	Non-Executive - Non Independent Director	Not Applicable		24-12-1973
8	Mr	Nishant Parikh	AIAPP5645C	07349640	Non-Executive - Independent Director	Not Applicable		03-11-1978
9	Mr	BG Srinivas	ZZZZZ9999Z	00517585	Non-Executive - Independent Director	Not Applicable		24-01-1961

10	Ms	Sandra Campos	ZZZZZ9999Z	10390929	Non-Executive - Independent Director	Not Applicable		23-01-1967
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I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		06-04-2011				2	0	2	0			
2	NA		06-04-2011				1	0	0	0			
3	NA		06-04-2011	02-11-2022			1	0	0	0			
4	NA		27-05-2021				1	0	1	1			
5	NA		09-11-2021	09-11-2021		28.23	1	1	1	0		Textual Information(1)	
6	NA		09-11-2021	09-11-2021		28.23	1	1	1	0		Textual Information(2)	
7	NA		08-12-2021	26-07-2023			1	0	0	0		Textual Information(3)	
8	NA		08-12-2021	08-12-2021		27.24	1	1	1	1			
9	NA		28-03-2023	28-03-2023		12.04	1	1	0	0		Textual Information(4)	

10	NA		28-11-2023	28-11-2023		4.04	1	1	0	0		Textual Information(5)	
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Text Block

Textual Information(1)	As Director is foreign national, he does not posses PAN card
Textual Information(2)	As Director is foreign national, he does not posses PAN card
Textual Information(3)	As Director is foreign national, he does not posses PAN card
Textual Information(4)	As Director is foreign national, he does not posses PAN card
Textual Information(5)	As Director is foreign national, he does not posses PAN card

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	13-09-2023		
2	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
3	09390792	Mungo Park	Non-Executive - Independent Director	Member	08-12-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390821	Robert Sinclair	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	07349640	Nishant Parikh	Non-Executive - Independent Director	Member	26-07-2023		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	02-11-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Chairperson	08-12-2021		
2	09390821	Robert Sinclair	Non-Executive - Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
4	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
5	99999999	Sanjay Jain	Group CEO	Member	27-05-2021		Textual Information(1)
6	99999999	Rahul Ahuja	Group CFO	Member	24-01-2023		Textual Information(2)
7	99999999	Suresh Punjabi	Head of Internal Audit, Assurance & Risk Mgt	Member	27-05-2021		Textual Information(3)

Sr Text Block

Textual Information(1)	As the Member is not a Director in the Company, DIN is not mentioned.
Textual Information(2)	As the Member is not a Director in the Company, DIN is not mentioned.
Textual Information(3)	As the Member is not a Director in the Company, DIN is not mentioned.

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

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-11-2023				Yes	9	7	3
2	28-11-2023		26		Yes	9	8	4
3		07-02-2024	70		Yes	10	8	5
4		21-03-2024	42		Yes	10	9	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	01-11-2023				Yes	3	3	2	0
2	Audit Committee	07-02-2024	97			Yes	3	2	2	0
3	Audit Committee	21-03-2024	42			Yes	3	3	2	0
4	Nomination and remuneration committee	01-11-2023				Yes	3	3	2	0
5	Nomination and remuneration committee	28-11-2023	26			Yes	3	3	2	0
6	Nomination and remuneration committee	07-02-2024	70			Yes	3	2	2	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	01-11-2023				Yes	3	3	1	0
8	Stakeholders Relationship Committee	07-02-2024	97			Yes	3	2	1	0
9	Corporate Social Responsibility Committee	07-02-2024				Yes	3	3	1	0
10	Risk Management Committee	11-01-2024				Yes	4	4	1	3

Annexure 1

V. Related Party Transactions

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

Text Block

Textual Information(1)

A statement of transaction with related party for the quarter and year ended March 31, 2024, will be placed in the ensuing Audit Committee Meeting.

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

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

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://pdsLtd.com/pds-platform/overview/
2	Terms and conditions of appointment of independent directors	Yes		https://pdsLtd.com/investors/corporate_governance/#policies
3	Composition of various committees of board of directors	Yes		https://pdsLtd.com/investors/board-of-directors-and-committees/
4	Code of conduct of board of directors and senior management personnel	Yes		https://pdsLtd.com/investors/corporate_governance/#code-of-conduct
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://pdsLtd.com/wp-content/uploads/2022/07/Vigil-Mechanism-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://pdsLtd.com/wp-content/uploads/2022/04/criteria-for-making-payments-to-non-executive-directors_.pdf
7	Policy on dealing with related party transactions	Yes		https://pdsLtd.com/wp-content/uploads/2022/07/Policy-on-Related-Party-Transactions.pdf
8	Policy for determining ‘material’ subsidiaries	Yes		https://pdsLtd.com/investors/corporate-governance/policies/Policy-for-determining-the-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://pdsLtd.com/investors/corporate_governance/#directors-familiarization-programmes
10	Email address for grievance redressal and other relevant	Yes		https://pdsLtd.com/investors/investor-information/

	details			
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://pdsLtd.com/investors/investor-information/
12	Financial results	Yes		https://pdsLtd.com/investors/financial_reports/#quarterly-results
13	Shareholding pattern	Yes		https://pdsLtd.com/investors/shares-price-information-and-stock-exchange-filings/#shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://pdsltd.com/investors/financial_reports/#investor-updates-and-call-transcripts
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://pdsltd.com/investors/financial_reports/#investor-updates-and-call-transcripts
16	New name and the old name of the listed entity	Yes		https://pdsltd.com/investors/shares-price-information-and-stock-exchange-filings/#share-price-information
17	Advertisements as per regulation 47 (1)	Yes		https://pdsltd.com/investors/financial_reports/#newspaper-advt
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://pdsltd.com/investors/financial_reports/#audited-financials
20	Secretarial Compliance Report	Yes		https://pdsltd.com/investors/financial_reports/#annual-reports
21	Materiality Policy as per Regulation 30 (4)	Yes		https://pdsltd.com/wp-content/uploads/2023/07/Policy-for-Determination-of-Materiality-of-Events-or-Information.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining	Yes		https://pdsltd.com/investors/investor-information/

	materiality as required under regulation 30(5)			
23	Disclosures under regulation 30(8)	Yes		-
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://pdsltd.com/wp-content/uploads/2023/06/Dividend-Distribution-Policy.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		-
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		-

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

Annexure II

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

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	Abhishekh Kanoi
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

NA

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of
the event

Signatory Details

Name of signatory	Abhishekh Kanoi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	17-04-2024

