

April 1, 2024

To,
The Board of Directors
PDS Limited
Unit No. 971, Solitaire Corporate Park,
Ghatkopar Andheri Road,
Andheri East-93, Mumbai, India

Dear Sir(s)/ Madam,

Sub: Annual Declarations/ Disclosures for the Financial Year 2024-25

Please find enclosed herewith the following annual declarations/disclosures for the financial year 2024-25:

1. Annexure I - MBP 1 – Notice of Disclosure of Interest;
2. Annexure II - List of Relatives as required under the Companies Act, 2013;
3. Annexure III - List of Committees of other companies where I am a Chairman/ Member;
4. Annexure IV - DIR 8 - Declaration under Section 164 of the Companies Act, 2013;
5. Annexure V - Declaration under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
6. Annexure VI - Annual Disclosure as per PDS Limited Code of Conduct for prohibition of Insider Trading;
7. Annexure VII – Disclosure in terms of Section 92 of the Companies Act, 2013 read with rules framed thereunder.

Kindly take note of the above declarations/ disclosures and update your records accordingly.

Yours faithfully,



Robert Sinclair
Director
DIN: [09390821](#)

Annexure I

FORM MBP - 1
Notice of Interest by Director
[Pursuant to Section 184 (1) and Rule 9(1)]

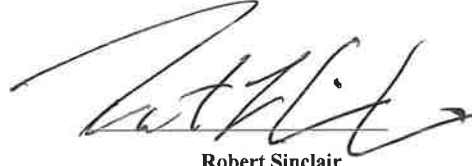
To
The Board of Directors
PDS Limited
Unit No. 971, Solitaire Corporate Park,
Ghatkopar Andheri Road,
Andheri East-93, Mumbai, India

Dear Sir(s)/ Madam,

I, Robert Sinclair, S/o. Lloyd Sinclair, R/o. 318 Upper East Coast, Rd Unit #01-07, Breeze by the East Singapore-465521, being a director in the Company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

Sl. No.	Names of the Companies/bodies corporate/ firms/association of individuals	Nature of interest or concern/Change in interest or concern	Shareholding (%)	Date on which interest or concern arose/changed
Indian Companies				
1.	PDS Limited	Director	-	09.11.2021
Bodies Corporate (Foreign Companies)				
2.	PDS Multinational FZCO	Director	-	25.01.2022
3.	Busana Apparel Group	Director	-	25.05.2022

Date: April 1, 2024
Place: Singapore



Robert Sinclair
Director
DIN: [09390821](#)

Break up of Disclosure of Interest at length:

- i. **List of Bodies Corporate (other than Private Limited Companies) of which I am a member where my share holdings is more than 2% of Share Capital**

Sr. No	Name of the Companies/ Firms	No. of Shares

- ii. **List of Private Limited Companies of which I am a member where my shareholding is more than 2% of Share Capital**

Sr. No	Name of the Companies/ Firms	No. of Shares
1	R&C Advisors Pte Ltd, Singapore	1

- iii. **List of Firms/LLP's in which I am interested**

Sr. No	Name of the Firm/LLP

- iv. **List of Trust/Society in which I am interested**

Sr. No	Name of the Trust/Society

- v. **List of Bodies Corporate (other than Private Company) of which my relatives (as per Annexure – II) are members and are holding more than 2% of the Share Capital**

Sr. No	Name of the Companies	Name of the Relative	Relation	No. of Shares
NIL				

Vi. List of Private Companies of which my relatives (as per Annexure – II) are members and are holding more than 2% of the Share Capital

Sr. No	Name of the Companies	Name of the Relative	Relation	No. of Shares
1	R&C Advisors Pte Ltd	Ang Chew Hong (Cynthia)	Wife	2

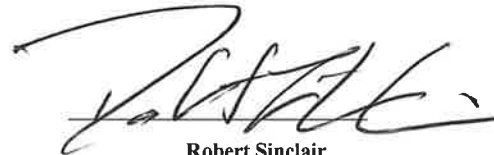
Vii. List of Firms/LLP's in which my relatives (as per Annexure –II) are interested

Sr. No	Name of Firm/LLP	Name of Relative	Designation	No. of Shares held
-				

Viii. List of Trusts/Society in which any of my relatives (as per Annexure –II) are interested

Sr. No	Name of Trusts/Society	Name of Relative	Designation	No. of Shares held
-				

Date: April 1, 2024
Place: Singapore



Robert Sinclair
Director
DIN: [09390821](#)

Annexure II

List of Relatives as per Section 2 (77) of the Companies Act, 2013 & as per Companies (Specification: Definitions Details) Rule, 2014

Sr. No.	Particulars	Name of Relatives
1.	Name of HUF	NA
2.	Spouse	Ang Chew Hong (Cynthia)
3.	Father (Including step father)	Lloyd Sinclair
4.	Mother (including step mother)	Jean Patricia Sinclair
5.	Son (including step son)	NA
6.	Son's wife	NA
7.	Daughter	Roslyn Jean Hian Sinclair
8.	Daughter's husband	NA
9.	Brother (including step-brother)	William Scott Sinclair Ian Munroe Sinclair
10	Sister (including step-sister)	NA

Date: April 1, 2024
Place: Singapore



Director
DIN: [09390821](#)

Annexure III

Pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I confirm that I am not a member of more than 10 committees (Audit Committee and Stakeholders Relationship Committee) or Chairman of more than 5 such committees of Public Limited Companies (Listed or not).

List of Committees in companies where I am a Chairman/ Member

Sr. No	Name of Company	Committee	Member/ Chairman
1.	PDS Limited	Nomination and Remuneration Committee	Chairman
2.	PDS Limited	Stakeholders' Relationship Committee	Member

Date: April 1, 2024
Place: Singapore



Robert Sinclair
Director
DIN: [09390821](#)

Annexure IV

FORM 'DIR-8'
Intimation by Director

[Pursuant to Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Name of Company : PDS Limited
CIN : L18101MH2011PLC388088
Nominal Capital : Rs. 50,00,00,000
Paid-up Capital : Rs. 26,38,06,278
Address of its Registered Office : Unit No. 971, Solitaire Corporate Park
Andheri Ghatkopar Link Road, Andheri East,
Mumbai 400093, Maharashtra, India.

To
The Board of Directors of **PDS Limited**

I, Robert Sinclair, S/o. Lloyd Sinclair, R/o. 318 Upper East Coast, Rd Unit #01-07, Breeze by the East Singapore-465521, Director in the Company hereby give notice that I am/was a director in the following companies during the last three years:-

Sl.No.	Name of the Company	Date of Appointment	Date of Cessation
1.	PDS Limited	09.11.2021	-

I further confirm that I have not incurred disqualification under Section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

To

**The Board of Directors,
PDS Limited**
Unit No. 971, Solitaire Corporate Park,
Ghatkopar Andheri Road,
Andheri East-93, Mumbai, India

Sub: Declaration pursuant to sub-section (7) of Section 149 of the Companies Act, 2013 and Regulation 1 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s)/Madam,

In terms of the provisions of Section 149(6) & 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations 2015"), I, Robert Sinclair, hereby confirm and declare that:

- a) I am a person of integrity and possesses relevant expertise and experience;
- b) I am or was not a promoter of the Company or its holding, subsidiary or associate Company or member of the promoter group of the Company;
- c) I am not related to promoters or Directors in the Company, its holding or associate Company. However, I'm also on the Board of PDS Multinational FZCO, Subsidiary of the Company, as an Independent Director in order to comply provisions of Regulation 24(1) of the SEBI LODR Regulations 2015.
- d) I have or had no pecuniary relationship, apart from Sitting Fees, with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
- e) None of my relative(s):
 - (i) holding securities of or interest in the Company, its holding, subsidiary or associate Company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company;
 - (ii) is indebted to the Company, its holding, subsidiary or associate Company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the Company, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income.
 - (v) has any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company or their promoters, or directors in relation to points (i) to (iv) above not exceeding to two percent of its gross turnover or total income or fifty lakh rupees.
- f) Neither myself nor any of my relative(s)—
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate Company or any company belonging to the promoter group of the listed entity, in any of the three financial years immediately preceding

the current financial year

- ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; or

(B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten percent or more of the gross turnover of such firm;

- iii. holds together with my relatives two percent or more of the total voting power of the Company; or

- iv. is a Chief Executive Officer or Director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two percent or more of the total voting power of the Company;

- v. is a material supplier, service provider or customer or a lessor or lessee of the Company;

- g) I am not a Non-independent Director of another Company on the Board of which any Non-independent Director of the Company is an Independent Director

- h) I possess appropriate required qualifications as prescribed in the Companies Act, 2013 and the rules made thereunder along with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- i) I am in compliance of sub-rule (1) and sub-rule (2) of rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 within the stipulated timeframe.

- j) I shall abide by the provisions contained in Schedule IV of the Companies Act 2013 i.e. Code for Independent Directors.

- k) I meet the criteria of Independence as provided in clause (b) of sub-regulation (1) of regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that I am not aware of circumstance or situation which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective of independent and without any external influence.

Date: April 1, 2024
Place: Singapore



Robert Sinclair
Director
DIN: [09390821](#)

Annexure VI

ANNUAL DISCLOSURE

[Para 14 of Schedule B read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Name	Robert Sinclair
PAN (in case of PAN is not available, any other identifier authorized by law)	-
Designation	Director
Place of Residence	Singapore
Contact Nos.	+852 61193712
Email Id	rsinclair1618@gmail.com
Educational Institution from which the designated person graduated	Bachelor of Arts Degree in Political Science from the University of Carleton

Name of the past employer/ organization Li & Fung Ltd.

Details of Securities held in the Company: Nil

Held by the Designated Person: Nil

No. of Securities	Type of Security	Folio No(s), if held in physical form	If held in Demat form
			DP ID Client ID

Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship: Nil

Name of Immediate Relative

Relationship

Relationship

PAN

(in case of PAN is not available, any other identifier authorized by law)

No. of Securities

Type of Security

Folio No(s), if held in physical form:

If held in Demat form

DP ID


Client ID

Notes:

- **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction

Date: April 1, 2024

Place: Singapore



Robert Sinclair

Director

DIN: [09390821](#)

Annexure VII

To,
The Board of Directors
PDS Limited
Unit No. 971, Solitaire Corporate Park,
Ghatkopar Andheri Road,
Andheri East-93, Mumbai, India

Dear Sir,

Re: **Disclosure in terms of Section 92 of the Companies Act, 2013**

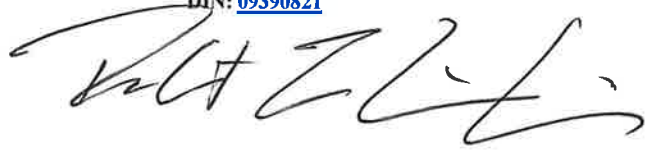
I, Robert Sinclair, Director of the Company do hereby confirm that the following are the penalties imposed, punishment given or offences compounded on me during the year 2023-24:

Type	Section of the Companies Act, 2013	Brief Description	Details of penalty/ Punishment /Compounding of offences	Authority (RD/NCLT/ COURT)	Appeal made, if any
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Date: April 1, 2024
Place: Singapore

Robert Sinclair
Director

DIN: [09390821](#)



From:
Robert Sinclair
Singapore

To,
The Board of Directors
PDS Limited
Unit No. 971, Solitaire Corporate Park,
Ghatkopar Andheri Road,
Andheri East-93, Mumbai, India

I, Robert Sinclair, do hereby confirm that I have not been debarred or disqualified by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such Statutory Authority from being appointed or continuing as a Director of the Company.

Date: April 1, 2024
Place: Singapore

Robert Sinclair
Director

DIN: [09390821](#)

