

PDSL/SE/2024-25

October 21, 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/half year ended September 30, 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 September 30,2024 for your reference.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
for PDS Limited

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

Encl.: As above

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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

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	No pr
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		34.22	1	1	1	0		Textual Information(1)	
6	NA		09-11-2021	09-11-2021		34.22	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		33.23	1	1	1	1			
9	NA		28-03-2023	28-03-2023		18.03	1	1	0	0		Textual Information(4)	
10	NA		28-11-2023	28-11-2023		10.03	1	1	0	0		Textual Information(5)	

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)	Since he has obtained citizenship & nationality of UK, we have not mentioned his PAN details
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
1	00003021	Deepak Kumar Seth	Fund Raising Committee	Non-Executive - Non Independent Director	Chairperson	
2	00003040	Pallak Seth	Fund Raising Committee	Executive Director	Member	
3	07349640	Nishant Parikh	Fund Raising Committee	Non-Executive - Independent Director	Member	
4	01658253	Parth Gandhi	Fund Raising Committee	Non-Executive - Non Independent Director	Member	
5	00517585	BG Srinivas	Fund Raising Committee	Non-Executive - Independent Director	Member	

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	14-05-2024				Yes	10	9	5
2	10-06-2024		26		Yes	10	9	5
3		24-07-2024	43		Yes	10	9	5
4		22-08-2024	28		Yes	10	8	5
5		03-09-2024	11		Yes	10	7	4

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	14-05-2024				Yes	3	3	2	0
2	Audit Committee	24-07-2024	70			Yes	3	3	2	0
3	Audit Committee	03-09-2024	40			Yes	3	3	2	0
4	Nomination and remuneration committee	13-05-2024				Yes	3	2	1	0
5	Nomination and remuneration committee	24-07-2024	71			Yes	3	3	2	0
6	Nomination and remuneration committee	03-09-2024	40			Yes	3	3	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	13-05-2024				Yes	3	2	0	0
8	Stakeholders Relationship Committee	24-07-2024	71			Yes	3	3	1	0
9	Risk Management Committee	26-07-2024	1			Yes	4	3	1	0
10	Other Committee	05-08-2024	9	Fund Raising Committee		Yes	5	3	1	0

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 ended September 30, 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 III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

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

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	11500000	7240217	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Rahul Ahuja		
Designation	CFO		
Place	Mumbai		
Date	21-10-2024		

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	21-10-2024

