

### 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	Quarterly
Date of Report	31-12-2024
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		00003021	Non-Executive - Non Independent Director	Chairperson related to Promoter		22-05-1951
2	Mrs	Payel Seth		00003035	Non-Executive - Non Independent Director	Not Applicable		29-05-1958
3	Mr	Pallak Seth		00003040	Executive Director	Not Applicable		13-08-1977
4	Mr	Parth Gandhi		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		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		37.22	1	1	1	0		Textual Information(1)	
6	NA		09-11-2021	09-11-2021		37.22	1	1	0	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		36.23	1	1	1	1			
9	NA		28-03-2023	28-03-2023		21.03	1	1	1	0		Textual Information(4)	

10	NA		28-11-2023	28-11-2023		13.03	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)	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.

<b>Audit Committee Details</b>							
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	00517585	BG Srinivas	Non-Executive - Independent Director	Member	29-10-2024		
4	09390792	Mungo Park	Non-Executive - Independent Director	Member	08-12-2021	29-10-2024	



<b>Nomination and remuneration committee</b>							
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		

<b>Stakeholders Relationship Committee</b>							
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		

<b>Risk Management Committee</b>							
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	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.

<b>Corporate Social Responsibility Committee</b>							
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	10390929	Sandra Campos	Non-Executive - Independent Director	Chairperson	29-10-2024		
2	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	27-05-2021		
4	09390792	Mungo Park	Non-Executive - Independent Director	Chairperson	08-12-2021	29-10-2024	

**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				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*
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)					
1	24-07-2024				Yes	10	9	5
2	22-08-2024		28		Yes	10	8	5
3	03-09-2024		11		Yes	10	7	4
4		29-10-2024	55		Yes	10	8	4
5		06-11-2024	7		Yes	10	8	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	24-07-2024				Yes	3	3	2	0
2	Audit Committee	03-09-2024	40			Yes	3	3	2	0
3	Audit Committee	29-10-2024	55			Yes	3	3	2	0
4	Nomination and remuneration committee	24-07-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	03-09-2024	40			Yes	3	3	2	0
6	Nomination and remuneration committee	29-10-2024	55			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	Risk Management Committee	26-07-2024				Yes	4	3	1	0
8	Stakeholders Relationship Committee	24-07-2024				Yes	3	3	1	0
9	Stakeholders Relationship Committee	29-10-2024	96			Yes	3	2	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 December 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

**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	13-01-2025

