

PDS/SE/2025-26/08

May 1, 2025

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| 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 |
|---|--|

Re: ISIN - INE111Q01021

Sub: Declaration of Results of Voting / E-voting of Postal Ballot

Dear Sir/Madam,

This is further to our letter dated March 31, 2025, informing about seeking approval of the Members of the Company by way of special resolution as mentioned in the Postal Ballot Notice dated March 27, 2025, through Remote e-Voting for :

1. Approval for the continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (Seventy-Five) Years.
2. Approval for the grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive Non-Independent Director under the PDS Limited – Employee Stock Option Plan 2021 – Plan B.

We would like to inform you that post receipt of the Scrutinizer Report, results of postal ballot were declared today i.e. May 1, 2025. The aforesaid items contained in the Notice of the Postal Ballot were approved by the Members with requisite majority. The details of Voting Results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, are enclosed herewith in the prescribed format as **Annexure – 1** for your reference.

We are also enclosing herewith the Scrutinizer Report on the Postal Ballot process as **Annexure – 2**. The aforesaid annexures are also being uploaded on the Company's website at www.pdsltd.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> , the E-Voting agency.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,
for **PDS Limited**

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

Encl.: As above

PDS Limited

Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Sl. No. | Particulars | Details |
|----------------|--|---|
| 1 | Company Name | PDS Limited |
| 2 | Date of Postal Ballot Notice | Thursday, March 27, 2025 |
| 3 | Voting: Start date End date | Tuesday, April 1, 2025, at 9:00 A.M. (IST) Wednesday, April 30, 2025, at 5:00 P.M. (IST) |
| 4 | Total No. of Shareholders as on Cut-off Date i.e. Friday, March 21, 2025 | 31,482 |
| 5 | No. of Shareholders present in the Meeting either in person or through proxy | Not Applicable |
| 6 | Total No. of Shareholders attended the Meeting through Video Conferencing and other Audio-Visual Means facility: a) Promoter and Promoter Group(s): b) Public: | Not Applicable |

for PDS Limited

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

| PDS Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required :Special | | | 1 - Approval for the continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (Seventy-Five) Years. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 86799430 | 86799430 | 100.0000 | 86799430 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 86799430 | 100.0000 | 86799430 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 15147595 | 6981273 | 46.0883 | 6939137 | 42136 | 99.3964 | 0.6036 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 6981273 | 46.0883 | 6939137 | 42136 | 99.3964 | 0.6036 |
| Public Non Institutions | E-Voting | 39307108 | 17232 | 0.0438 | 16742 | 490 | 97.1565 | 2.8435 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 17232 | 0.0438 | 16742 | 490 | 97.1565 | 2.8435 |
| Total | | 141254133 | 93797935 | 66.4037 | 93755309 | 42626 | 99.9546 | 0.0454 |

Note: Dr Deepak Kumar Seth, Mrs Payel Seth & Mr Pallak Seth, Promoters of the Company are interested in this resolution to the extent of their shareholding in the Company.

PDS Limited

| Resolution Required :Special | | | 2 - Approval for the grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive and Non-Independent Director under the PDS Limited – Employee Stock Option Plan 2021 – Plan B. | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|----------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No. of votes Invalid |
| | | [1] | [2] | [3]={{[2]/[1]}*100 | [4] | [5] | [6]={{[4]/[2]}*100 | [7]={{[5]/[2]}*100 | [8] |
| Promoter and Promoter Group | E-Voting | 86799430 | 86799430 | 100.0000 | 86799430 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 86799430 | 100.0000 | 86799430 | 0 | 100.0000 | 0.0000 | 0 |
| Public Institutions | E-Voting | 15147595 | 6981273 | 46.0883 | 6963456 | 17817 | 99.7448 | 0.2552 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 6981273 | 46.0883 | 6963456 | 17817 | 99.7448 | 0.2552 | 0 |
| Public Non Institutions | E-Voting | 39307108 | 17232 | 0.0438 | 14951 | 2281 | 86.7630 | 13.2370 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 17232 | 0.0438 | 14951 | 2281 | 86.7630 | 13.2370 | 0 |
| Total | | 141254133 | 93797935 | 66.4037 | 93777837 | 20098 | 99.9786 | 0.0214 | 0 |



SCRUTINIZER'S REPORT

Date: 1st May 2025

To,
The Chairman,
PDS Limited,
 Unit No.971, Solitaire Corporate Park,
 Andheri Ghatkopar Link Road, Andheri (East),
 Mumbai, Maharashtra, India, 400093

Sub: PDS Limited – Scrutinizer's Report on Postal Ballot (E-voting) Results

Dear Sir,

The Board of Directors of PDS Limited (hereinafter referred to as "the Company") at its meeting held on 27th March 2025, appointed me as a Scrutinizer to conduct and scrutinize the Postal Ballot E-voting process in a fair and transparent manner in respect of all the resolutions as circulated/stated in the Postal Ballot Notice dated 27th March 2025.

In compliance with provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and in accordance with the provisions of the General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, and subsequent circulars issued in this regard, latest being No. 09/2024 dated 19th September 2024 issued by Ministry of Corporate Affairs ("MCA Circulars"), the Company had provided facility for voting through electronic means ("e-voting") to all members of the Company, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The Company had engaged its Registrar and Share Transfer Agent viz. MUFG Intime India Private Limited ("*Formerly known as Link Intime India Private Limited*"), as Electronic Voting Service Provider (hereinafter referred to as "MUFG Intime" or "EVSP" or "RTA") who had made necessary arrangements to facilitate e-voting by the shareholders of the Company. The Company had sent the Postal ballot Notice including all requisite information required to cast the vote, in electronic form only to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the members was sought through the e-voting system only.

To facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down to get their email address registered with the RTA so that they could also participate in the e-voting facility extended by the Company.

The Company and the RTA had uploaded the notice together with the explanatory statement on their respective websites viz. www.pdsltd.com and <https://instavote.linkintime.co.in>

The Company and the RTA had complied with all the necessary formalities specified under the Act, the Rules and MCA Circulars issued in this regard.

SGGS & Associates
 Address: Office No. 2415, Solus, Hiranandani Estate, Ghodbunder Road, Thane West - 400607
 Hand Phone- +91 8375070606; +91 9922744338
 Email: Info@legalixir.com; Website: www.legalixir.com



The aforesaid Postal Ballot Notice was sent on 31st March 2025 through e-mail to all the members of the Company whose name appeared on the Register of Members/List of Beneficial Owners as on 21st March 2025 ("Cut-off date") and whose email addresses were registered with the Company or Depository/Depository participants.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare a scrutinizer's report of the votes cast in favour and in against the resolutions as stated in the Notice, based on the reports generated from the e-voting system provided by EVSP.

The e-voting period commenced from Tuesday, 1st April 2025 at 09:00 a.m. IST and ended on Wednesday, 30th April 2025 at 05:00 p.m. IST. A public notice regarding the Postal Ballot Notice was published on 1st April 2025 in Business Standard (all editions) English Newspaper and in Mumbai Lakshadeep (Mumbai Edition) Marathi Newspaper, providing requisite information and contact details of the EVSP for registering email id and queries on e-voting.

SUMMARY OF VOTES CAST

The e-voting process concluded at 05:00 p.m. IST on Wednesday, 30th April 2025. After closure of e-voting process the votes cast through E-voting facility were duly un-blocked by me as a scrutinizer in the presence of Ms. Kajal Wadhwa and Mr. Rohan Rami, witnesses, who are not in employment of the Company. Since e-voting facility was provided by MUFG Intime, the details of the e-voting exercised by the members were duly compiled by MUFG Intime, the compilation of the register containing the statement of member's name, DP Id/Client Id and/or Folio number, number of shares held, number of votes exercised, votes in favour, votes in against were registered by MUFG Intime and were duly scrutinised.

| | |
|--|--------------|
| Total no. of members as on cut-off date | 31,482 |
| Total no. of equity shares as on cut-off date | 14,12,54,133 |

The items for which approval of the members of the Company was sought as stated in the Notice are mentioned hereunder:

Special Resolution(s):

Item No. 1: Approval for the continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (Seventy-Five) Years.

| Manner of voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Less Voted |
|-------------------------|--|-------------|-------------------------------------|-------------|-------------------------------|
| | Nos. | %age | Nos. | %age | Nos. |
| E-voting | 9,37,55,309 | 99.9546 | 42,626 | 0.0454 | 200/Nil |

Invalid Votes: Nil

Item No. 1 of Notice stands passed with the requisite majority.

SGGS & Associates

Address: Office No. 2415, Solus, Hiranandani Estate, Ghodbunder Road, Thane West - 400607

Hand Phone- +91 8375070606; +91 9922744338

Email: info@legalixir.com; Website: www.legalixir.com



Item No. 2: Approval for the grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive Non-Independent Director under the PDS Limited – Employee Stock Option Plan 2021-Plan B.

| Manner of voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Less Voted |
|------------------|-----------------------------------|---------|------------------------------|--------|------------------------|
| | Nos. | %age | Nos. | %age | Nos. |
| E-voting | 9,37,77,837 | 99.9786 | 20,098 | 0.0214 | 200/Nil |

Invalid Votes: Nil

Item No. 2 of Notice stands passed with the requisite majority.

I further report that as per the Postal Ballot Notice dated 27th March 2025, the Chairman or the person authorised by him may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred above. The results of the postal ballot will be displayed at the registered office of the Company and on the website of the Company (www.pdsltd.com), on the website of MUFG Intime (<https://instavote.linkintime.co.in>) as well as on Stock Exchanges' website viz. www.bseindia.com and www.nseindia.com.

Based on the above information, you may kindly announce the results.

Thanking you,

Yours faithfully

For SGGs & Associates

ICSI Unique Code: P2021MH086900



Sunny Gogiya

Partner

Membership No.: A56804

Certificate of Practice No.: 21563

UDIN: A056804G000244299



Place: Thane

Date: 1st May 2025

Peer Review Certificate No.: 5721/2024

The following were the witnesses to the unblocking of the votes on 30th April 2025.



Ms. Kajal Wadhwa



Mr. Rohan Rami

Received the Report

For PDS Limited

Abhishekh Kanoi

Head of Legal & Company Secretary

SGGS & Associates

Address: Office No. 2415, Solus, Hiranandani Estate, Ghodbunder Road, Thane West - 400607

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