



PDS Limited

CIN: L18101MH2011PLC388088

Regd. Office: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road
Andheri (East), Mumbai – 400093, Maharashtra. India.

• **E-mail:** investors@pdsLtd.com • **Website:** www.pdsLtd.com • **Tel:** +91 22 41441100

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the Members of **PDS Limited** will be held on **Thursday, 24th day of July, 2025 at 2:30 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
2. To declare the final dividend of ₹ 1.70 (Rupee One and Seventy Paise Only) per Equity Share for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Pallak Seth (DIN: 00003040), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of M/s. SGGS & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment

thereof for the time being in force), M/s. SGGS & Associates, Practicing Company Secretaries, [ICSI Unique Code: P2021MH086900] be and are hereby appointed as the Secretarial Auditors of the Company for a first term of five consecutive years to hold office of the Secretarial Auditor from the financial year 2025-26 to the financial year 2029-30, at such remuneration as detailed in the Explanatory Statement, for the financial year 2025-26.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the Secretarial Auditor for the balance period.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient for implementing and giving effect to this resolution."

5. **Re-appointment of Ms. Sandra Campos (DIN: 10390929) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions, if any, and Schedule IV of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Sandra Campos (DIN: 10390929), whose period of office as an Independent Director is liable to expire on

November 27, 2025, and who is eligible for re-appointment and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of a director pursuant to Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second

term of 2 (two) consecutive years from November 28, 2025 to November 27, 2027 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies."

Place: Mumbai, India
Date: May 15, 2025

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsLtd.com
Website: www.pdsLtd.com

By Order of the Board of Directors
for **PDS Limited**

Abhishekh Kanoi

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

NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued in this regard ("SEBI Circulars"), permitted the companies to conduct Annual General Meeting ("AGM") through Video Conferencing Facility/ Other Audio Visual Means ("VC/OAVM") till September 30, 2025 without physical presence of Members at a common venue.

In accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA Circulars, SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 14th AGM of the Company is being held through VC/OAVM on Thursday, July 24, 2025, at 2:30 P.M. IST. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Company has availed the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company, ("RTA/ MUFG Intime"), for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM. The name of Registrar and Transfer Agent of the Company is changed to MUFG Intime India Private Limited (RTA) from Link Intime India Private Limited, with effect from December 31, 2024. This is pursuant to acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, by way of scheme of arrangement.
3. The Explanatory Statement pursuant to Section 102 of the Act, in respect of Item No. 4 and 5 of the accompanying Notice is annexed hereto as **Annexure I**. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of Directors seeking appointment / re-appointments at this AGM is annexed as **Annexure II**.
4. As the AGM shall be conducted through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. The Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant

to Section 113 of the Act, to the Scrutinizer by email at gaurav.sainani@legalixir.com and sunny.gogiya@legalixir.com with a copy marked to enotices@in.mpms.mufg.com.

6. The Members may join the 14th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 02:00 P.M. IST i.e. 30 (Thirty) minutes before the time scheduled to start the 14th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 14th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 14th AGM without any restriction on account of 'first come first served' basis.
7. The attendance of the Members participating in the 14th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Thursday, July 17, 2025.

8. Electronic copy of the Annual Report and Notice of the 14th AGM of the Company, *inter-alia*, indicating the process and manner of electronic voting ("e-voting") is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. The Notice and Annual Report FY 2024-25 is available on the Company's website at <https://pdsitd.com/investors/financial-reports/#annual-reports> and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink of Company's website from where the Annual Report for FY 2024-25 can be accessed.

Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR-1 duly filled and signed by the Member. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / MUFG Intime to enable servicing of notices/documents / Annual Reports and other communications electronically to their e-mail address in the future.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and

Notice of the 14th AGM of the Company, may send request to the Company's email address at investors@pds Ltd.com mentioning Folio No./ DP ID and Client ID.

9. In terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 14th AGM of the Company will also be available on the website of the Company at www.pds Ltd.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ["MUFG Intime"] at <https://instavote.linkintime.co.in>.
10. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/ CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 17, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1st April 2024 upon registering all the required details.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The necessary forms in this regard have been made available on the website of the Company at <https://pds Ltd.com/investors/investor-information/#request-forms> and RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html> and <https://liiplweb.linkintime.co.in/client-downloads.html>. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ("DPs")
 - b. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/ SEC FATF/P/ CIR/2023/169 dated October 12, 2023.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, MUFG Intime at <https://web.in.mpms.mufg.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://pds Ltd.com/investors/investor-information/#request-forms>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG Intime in case the shares are held in physical form.
15. Registration of e-mail address permanently with Company/DP: Members are requested to register the E-mail with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR 1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / MUFG Intime to enable servicing of notices / documents/ Annual Reports and other communications electronically to their e-mail address in the future. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address, etc. to the RTA at the following address:

MUFG Intime India Private Limited

(formerly known as Link Intime India Private Limited)
Address: Noble Heights, 1st Floor, Plot NH 2,

C-1 Block LSC, Near Savitri Market,
Janakpuri, New Delhi – 110058
Tel.: (011) 41410592, 93, 94
E-mail: delhi@in.mpms.mufig.com

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.

16. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (last updated as on December 20, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal (<https://smartodr.in/login>). Shareholders are requested to take note of the same.
17. SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023, have directed all RTA to have a functional website to provide a mechanism for the investor to lodge service requests and complaints online and thereafter track the status and obtain periodical updates. Accordingly, Company's RTA, MUFG Intime has developed and maintained 'SWAYAM' Investor Self-Service Portal, designed exclusively for the Investors.

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime", that empowers our Members to effortlessly access various services. We request you to get registered and have first-hand experience of the portal at <https://swayam.in.mpms.mufig.com/>.
18. The Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred in the Notice calling the AGM will be available electronically for inspection by the Members up to the date of AGM. Members seeking to inspect such documents can send an email to investors@pds Ltd.com.
19. Pursuant to demerger, the unclaimed shares lying in the suspense account of the Company, are also required to be transferred to an IEPF. Members who have not claimed their shares are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with prescribed procedure.
20. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2025 send their queries at investors@pds Ltd.com at least 7 (Seven) days before the date of 14th AGM. The same will be replied by/ on behalf of the Company suitably.
21. In case of joint holders attending the 14th AGM, the Member whose name appears as the first holder in the

order of names as per the Register of Members of the Company will be entitled to vote.

22. The term 'Members' has been used to denote Shareholders of PDS Limited.

23. DIVIDEND

The Board of Directors at its meeting held on May 15, 2025, has recommended a final dividend of ₹ 1.70/- per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Thursday, July 17, 2025.

If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be made on or before Friday, August 22, 2025, as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Thursday, July 17, 2025.
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, July 17, 2025.

Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Friday, July 18, 2025, to Thursday, July 24, 2025 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the 14th AGM.

a. Payment of Dividend through electronic means

- SEBI vide its circular dated November 03, 2021 subsequently amended by circulars dated December 14, 2021 and November 17, 2023, has mandated that with effect from April 01, 2024, dividend shall be paid only through electronic mode to shareholders holding shares in physical form. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, address with pincode, mobile no., complete bank details and specimen signatures are registered with RTA/Company. In case of non-updation of PAN or address with PIN code, contact details, mobile number, bank account details or specimen signature in respect of physical folios, the payment of dividend, interest or any other entitlements shall be processed only after receipt of all the required details.
- Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.

- Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
- Members holding shares in physical form are requested to advise any change of address immediately to the Company's RTA. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's RTA.
- Folios of Members holding shares in physical form should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance.
- Members are requested to send the following documents to our RTA so as to reach them on or before the record date i.e., Thursday, July 17, 2025.
 - a. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode and the following details relating to the bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11-digit IFSC Code; and
 - iv. 9-digit MICR Code.
 - b. Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c. Self-attested copy of the PAN Card of all holders;
 - d. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
 - e. Form ISR 2 duly filled and signed. The signature of holders should be attested by the Bank Manager;

- f. Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available on RTA's website at <https://web.in.mpmcsmufg.com/KYC-downloads.html>

- Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act:

For Resident Shareholders, taxes shall be deducted at source under Section 194 read with section 206AA of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2024-25 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits

under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate for financial year 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Electronically filed Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents can be downloaded from MUFG Intime's website at <https://web.in.mpms.mufg.com/client-downloads.html> on general tab and are required to be uploaded on the MUFG Intime's portal at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before 5 PM (IST), Thursday, July 17, 2025, to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5:00 PM (IST) Thursday, July 17, 2025, shall not be considered. All communications/ queries in this respect should be addressed to our RTA, MUFG Intime to its email address at delhi@in.mpms.mufg.com. The Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the

relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government

Members who have not encashed dividend declared by the Company during previous years, are advised to write to the Company immediately at investors@pds Ltd.com.

24. VOTING

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes on each resolutions set forth in the Notice of the 14th AGM using electronic voting system ("remote e-voting") and e-voting during the 14th AGM, provided by MUFG Intime and the business may be transacted through such voting.

The remote e-voting period begins Monday, July 21, 2025 (9.00 AM IST) and ends on Wednesday, July 23, 2025 (5.00 PM IST). The remote e-voting module shall be disabled by MUFG Intime for voting thereafter. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Thursday, July 17, 2025 may cast their votes electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 14th AGM and holds shares as of the cut-off date i.e. Thursday, July 17, 2025, may obtain the login ID and password by sending a request at investors@pds Ltd.com or delhi@in.mpms.mufg.com (RTA email id). However, if a Member is already registered with MUFG Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

INSTRUCTIONS FOR ATTENDING & SPEAKING AT THE ANNUAL GENERAL MEETING

A. LOGIN METHOD FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".

- b) Select the 'Company' and 'Event Date' and register with your following details:

i. **Demat Account No. or Folio No:**

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

ii. **PAN:**

The shareholder should enter their 10 digit Permanent Account Number (PAN).

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

iii. **Mobile No:** Enter your Mobile No.

iv. **Email ID:** Enter your email Id as recorded with your DP/ Company.

B. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- i. Shareholders who would like to express their views/ ask questions as a speaker at the Meeting may pre- register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/ folio number, PAN, and mobile number at investors@pdsLtd.com on or before Thursday, July 17, 2025. Only those Members who have pre-registered themselves as a speaker on the dedicated email id investors@pdsLtd.com will be allowed to express their views/ask questions during the AGM.
- ii. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- iii. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Shareholders are requested to remember speaking serial number and to switch on the video and turn on the audio of the device before starting conversation with panelist.
- iv. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

C. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- ii. Enter your 16-digit Demat Account Number / Folio Number and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- iii. Click on 'Submit'.
- iv. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- v. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- vi. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

D. HELPDESK:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

INSTRUCTIONS FOR REMOTE E-VOTING

LOGIN METHOD –

A. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORIES:

NSDL:

Individual Shareholders registered with NSDL IDeAS facility

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter User ID and Password. Click on “Login”
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to ‘e-Voting’” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders who have not registered for NSDL IDeAS facility

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

CDSL:

Individual Shareholders registered with CDSL Easi/ Easiest facility

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders who have not registered for CDSL Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a. Login to DP website
- b. After Successful login, user shall navigate through "e-voting" option.
- c. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d. After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

C. FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date i.e., Thursday, July 17, 2025, for e-voting may register for InstaVote by visiting URL <https://instavote.linkintime.co.in> and -

Shareholders who have not registered for INSTAVOTE facility

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

- NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
- CDSL demat account – User ID is 16 Digit Beneficiary ID.
- Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

- Enter your 10-digit Permanent Account Number (PAN)
- (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

- Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP /Company - in DD/MM/YYYY format)

D. Bank Account Number:

- Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Notes:

*Shareholders holding shares in NSDL form, shall provide 'D' above

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- a) **Click on "Login" under 'SHARE HOLDER' tab.**
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- b) **Cast your vote electronically:**
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

D. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ MUTUAL FUND"):

Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

**Voting through
remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

1. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
2. Click on "Votes Entry" tab under the Menu section.
3. Enter the "Event No." for which you want to cast vote.
4. Event No. can be viewed on the home page of InstaVote under "On-going Events".
5. Enter "16-digit Demat Account No." for which you want to cast vote.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
8. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

1. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
2. After successful login, you will be able to see the "Notification for e-voting".
3. Select "**View**" icon for "**Company's Name / Event number - 250122**".
4. E-voting page will appear.
5. Download sample vote file from "**Download Sample Vote File**" tab.
6. Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
7. Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
9. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

E. HELPDESK:**Individual
Shareholders holding
securities in demat
mode**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type**Helpdesk details**

Individual Shareholders holding securities in demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**Shareholders
holding securities
in physical mode
/ Non-Individual
Shareholders holding
securities in demat
mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

F. FORGOT PASSWORD:

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

25. Mr. Rajive Ranjan, AVP – MUFG Intime India Private Limited, Email ID - enotices@linkintime.co.in and contact number - 022 – 4918 6000 and address at Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058 may be contacted for any grievances connected with the facility for e-voting on the day of the AGM and for remote e-voting.
26. Mr. Gaurav Sainani, Partner (C.P. No. 24482) or failing him Mr. Sunny Gogiya, Partner (C.P. No. 21563) of M/s. SGGS and Associates, Practicing Company Secretaries (FRN: P2021MH086900) have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and e-voting at the 14th AGM in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through

e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.pdsltd.com and on the website of MUFG Intime at <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 14th AGM i.e. Thursday, July 24, 2025.

By Order of the Board of Directors
for **PDS Limited**

Abhishekh Kanoi

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

Place: Mumbai, India
Date: May 15, 2025

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@psltd.com
Website: www.pdsltd.com

Annexure-I

EXPLANATORY STATEMENT RELATING TO THE BUSINESSES MENTIONED IN ITEM NO. 4 AND 5 IN THE ACCOMPANYING NOTICE OF THE ANNUAL GENERAL MEETING ("AGM"), PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4: Appointment of M/s. SGGS & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company.

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board of Directors, at its Meeting held on May 15, 2025, subject to the approval of the Members of the Company, approved the appointment of M/s. SGGS & Associates ("SGGS"), Practicing Company Secretaries [ICSI Unique Code: P2021MH086900], as the Secretarial Auditors of the Company, for a first term of five consecutive years to hold office of the Secretarial Auditor from the financial year 2025-26 to the financial year 2029-30, at a remuneration of ₹ 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand Only) excluding applicable taxes and out-of-pocket expenses for the financial year ending on March 31, 2026. Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration for balance period.

M/s. SGGS & Associates, (SGGS) led by two partners and supported by a team of ~ 15 professionals operating from Mumbai and New Delhi, brings extensive experience across a diverse range of industries, including fashion, retail, manufacturing, pharmaceuticals, engineering, automotive, telecom, real estate, healthcare and waste management. The firm specializes in secretarial audits, industry-specific audits and due diligences, M&A transactions, IPO advisory, sustainability reporting, and corporate law. They also have a strong track record in establishing corporate governance and sustainability frameworks for leading organizations across sectors.

SGGS & Associates' partner was conferred with the prestigious Best Secretarial Audit Report Award by the Institute of Company Secretaries of India (ICSI) in 2023, highlighting the firm's deep-rooted commitment to professional excellence and quality in secretarial audit.

SGGS were previously appointed as Secretarial Auditors of the Company for the financial year 2023-24 and financial year 2024-25. The remuneration for conducting the Secretarial Audit of the Company for financial year 2024-25 was ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) excluding applicable taxes and out-of-pocket expenses.

SGGS had submitted a consent letter stating that it is eligible for appointment as Secretarial Auditor as per the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A

of the SEBI Listing Regulations, and circulars issued thereunder. SGGS have provided confirmation that it has undergone the Peer Review process conducted by the Institute of Company Secretaries of India (ICSI) and hold a valid Peer Review Certificate issued by the Peer Review Board of ICSI.

In view of SGGS' professional expertise, and experience, and based on the recommendation of the Audit Committee, the Board recommends the appointment of Secretarial Auditor, as detailed in the Resolution set out in Item no. 4, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Item No. 5: Re-appointment of Ms. Sandra Campos (DIN: 10390929) as an Independent Director of the Company

The Members of the Company through postal ballot dated December 31, 2023 had approved the appointment of Ms. Sandra Campos (DIN: 10390929) as an Independent Director of the Company for first term of 2 (two) consecutive years w.e.f. November 28, 2023 upto November 27, 2025 (both days inclusive). On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 15, 2025, approved the re-appointment of Ms. Sandra Campos as an Independent Director of the Company, for a second term of 2 (two) consecutive years w.e.f. November 28, 2025 to November 27, 2027 (both days inclusive), subject to approval of Members of the Company.

Brief Profile

Sandra Campos is a seasoned executive with over 27 years of leadership experience across public and private companies, including three CEO roles and two successful ventures. Known for transforming global omni-channel retail businesses, she has led digital innovation in areas like consumer personalization, rentals, and sustainability.

Currently, she serves on the boards of Big Lots (NYSE: BIG) and PetMeds (NASDAQ: PETS), advises Fabric Commerce and PureRed, and champions Latina entrepreneurs through her Latina Disruptors series. Previously, she was CEO of Diane von Furstenberg and President of six global brands at GBG, overseeing over \$1B in retail revenue.

Sandra co-founded the teen-focused Dream Out Loud IP, securing a \$100M partnership with Kmart. She also advises SPACs such as HLGN and SUAC, appears regularly on CNBC, and founded Fashion Launchpad, an edtech platform for retail and CPG professionals. Her leadership has earned broad recognition and media reach, including over 350M impressions in 2022.

Detailed profile Ms. Sanda can be accessed at the website of the Company at <https://pdsLtd.com/investors/board-of-directors-and-committees/>.

In the opinion of the Board and the Nomination and Remuneration Committee, the core skills, expertise, and competencies required for an Independent Director, in the context of the Company's business, include leadership, strategic and operational experience, management acumen, expert knowledge, corporate governance, and Technology, among others.

Based on the performance evaluation and considering her expertise, skills, strategic insights, constructive challenge to viewpoints, deep understanding of the Company's business operations, and awareness of industry and global trends, the Nomination & Remuneration Committee and the Board of Directors have recommended the re-appointment of Ms. Sandra Campos as Independent Director of the Company for a second term of 2 (two) years w.e.f. November 28, 2025 to November 27, 2027 (both days inclusive).

The Company has received following confirmations and declarations from Ms. Sandra stating:

- (i) that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
- (ii) her consent to act as a Director of the Company.
- (iii) that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.
- (iv) that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

- (v) that she has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs and holds a valid certificate.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Ms. Sandra to be re-appointed as an Independent Director. Furthermore, there are no regulatory actions or litigations pending against Ms. Sandra, nor has she been convicted of any offense involving moral turpitude. Before her appointment to the Board as an Independent Director, she had no association with the Company or any of its subsidiary companies in any capacity.

In the opinion of the Board, Ms. Sandra Campos is eligible to be re-appointed as an Independent Director and fulfils the conditions as specified in the Act and the SEBI Listing Regulations and is independent of Management.

Copy of the letter for re-appointment to be issued to Ms. Sandra Campos as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days till the end of the e-voting period.

Details of Ms. Sandra Campos pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the **Annexure II** of this AGM Notice.

Ms. Sandra Campos will be entitled to receive sitting fees only from the subsidiaries where she serves as a Director, along with reimbursement of expenses incurred for attending meetings.

The Board of Directors recommends the resolution as set out in Item No. 5 for approval of the Members by way of a Special Resolution.

Except Ms. Sandra Campos or her relatives, none of the Directors or Key Managerial Personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
for **PDS Limited**

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

Place: Mumbai, India
Date: May 15, 2025

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsLtd.com
Website: www.pdsLtd.com

Annexure-II

PROFILE OF DIRECTORS

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Particulars	Details	
Name of Director	Mr. Pallak Seth	Ms. Sandra Campos
DIN	00003040	10390929
Date of Birth/ Age	August 13, 1977; 47 years	January 23, 1967; 58 years
Date of first Appointment on the Board	April 6, 2011	November 28, 2023
Qualification(s)	Bachelor of Arts Degree in Economics and International Business with Magna Cum Laude distinction from Northwestern University, USA	Bachelor of Science from Texas Tech University
Expertise in specific functional area	Versatile business leader with a proven track record in driving strategic transformation and operational excellence across Business Strategy, Supply Chain Management, Digital Commerce, and Brand Development.	Expertise in Business Strategy, Supply Chain Management, Digital Commerce, Brand Management etc.
Brief Profile	<p>Mr. Pallak Seth is a serial entrepreneur. At the age of 21, he started his entrepreneurial journey by setting up an apparel sourcing business in Hong Kong.</p> <p>In 1999, he established Norwest Industries, which has today diversified as PDS Limited. He supports ambitious founders to solve market frictions, leveraging technology as an angel investor alongside trusted partner. He had co-invested alongside many investors such as Sequoia Capital, Social Capital, Sherpa Ventures, Storm Ventures, Sierra Ventures and helped entrepreneurs through customers, co-investors, and partner introductions.</p> <p>For detailed profile please refer website of the Company at https://pds ltd.com/investors/board-of-directors-and-committees/</p>	<p>For detailed profile please refer item no. 5 of explanatory statement and website of the Company at https://pds ltd.com/investors/board-of-directors-and-committees/</p>
Remuneration last drawn, if any	Nil	Nil
Remuneration Proposed	Nil	Nil
Terms and conditions of re-appointment	As per Company's Policy on Nomination and Remuneration available on the Company's website at https://pds ltd.com/investors/corporate_governance/	Re-appointment as Independent Director for a term of 2 (two) consecutive years w.e.f. November 28, 2025 to November 27, 2027 (both days inclusive), not liable to retire by rotation
No. of Board Meetings attended during FY 2024-25	As mentioned in the Report on Corporate Governance	As mentioned in the Report on Corporate Governance
Shareholding including	13,94,190	Nil
Shareholding as a beneficial owner		
Directorship held in other Companies	Nil	Nil
Member/Chairperson of Committees of the Company	Risk Management Committee - Member	Corporate Social Responsibility Committee - Chairperson
Memberships/Chairperson of Committees held in other Indian companies	Nil	None

Particulars	Details	
Relationship with Promoters/ Directors/Managers and Key Managerial Personnels	Son of Dr. Deepak Seth, Chairman & Non- Executive and Non-Independent Director	None
Name of Listed entities from which the person has resigned in the past 3 (Three) years as a Director	None	None
Summary of Performance evaluation of the Director	Not Applicable	<p>Ms. Sandra Campos has delivered an exemplary performance during the evaluation period, distinguished by her strong expertise in business strategy, supply chain management, digital commerce, and brand management. Her industry knowledge have been instrumental in guiding the Board's discussions and enhancing the quality of decision-making.</p> <p>She consistently brings well-informed, forward-looking perspectives to the table, offering constructive challenge to management and peers alike.</p> <p>Overall, Ms. Sandra continues to be a highly engaged, insightful, and influential member of the Board.</p>