

PDS/SE/2025-26/50

July 24, 2025

<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <b>Scrip Symbol: PDSL</b>	<b>Corporate Relationship Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 <b>Scrip Code: 538730</b>
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**Sub: Proceedings of 14<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

We wish to inform you that the 14<sup>th</sup> Annual General Meeting (“AGM”) of PDS Limited (“the Company”) convened today, i.e. Thursday, July 24, 2025, through Video Conferencing/ Other Audio-Visual Means facility, and the business mentioned in the notice of AGM dated May 15, 2025, was transacted.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed herewith the summary of proceedings of the AGM.

In accordance with Regulation 44 of the SEBI Listing Regulations, the Company will also disclose the results of E-Voting along with the Scrutinizer’s Report to the Stock Exchanges separately.

This is for your information and records.

Thanking you,

Yours faithfully,  
*for PDS Limited*

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

Encl.: As above

**PDS Limited**

**SUMMARY OF PROCEEDINGS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING  
PDS LIMITED ('the Company')**

**A. Date, Time and Venue of the Annual General Meeting:**

The 14<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Thursday, July 24, 2025, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The Meeting commenced at 2:35 PM (IST) and concluded at 3:55 PM (IST). A total of 54 (Fifty- Four) members attended the meeting. The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA') and circular issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

**B. Proceedings in Brief:**

- a. Dr. Deepak Kumar Seth, Chairman and Non-Executive Director of the Company, chaired the Meeting.
- b. The Members of the Board including the Chairman of the Audit Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Nomination and Remuneration Committee were present at the Meeting. Further, Mr. Pallak Seth, Executive Vice Chairman & Executive Director, Mr. Sanjay Jain, Group Chief Executive Officer, Mr. Rahul Ahuja, Group Chief Financial Officer, Ms. Reenah Joseph, Deputy Group Chief Financial Officer and Mr. Abhishekh Kanoi, Head of Legal & Group Company Secretary, Head of Departments, representatives of Statutory Auditors and Secretarial Auditor and representative of M/s. SGGS & Associates, Scrutinizer appointed for the AGM were also present at the Meeting.
- c. The requisite quorum being present, the Chairman called the Meeting to order and welcomed the shareholders to the Company's AGM.  
  
The Chairman informed that the AGM was held through VC/OAVM in compliance with the circulars issued by the MCA and the SEBI. Since there was no physical attendance of the Members, the requirement of appointing proxy was not applicable.
- d. The Chairman informed that the Auditors Report on Standalone and Consolidated financial statements and the secretarial audit report for the financial year ended March 31, 2025, forms part of the Annual Report and the report read with the management response is self-explanatory. Hence, the said the Reports were not read out in the Meeting as required under the provisions of the Act.
- e. Thereafter, the Chairman addressed the shareholders with a brief speech, wherein he provided an overview of the Company's performance and operations during the financial year ended March 31, 2025. He also shared insights on the global challenges encountered and the emerging growth opportunities, highlighting the Company's strategic response to the evolving business environment.
- f. The Chairman informed that the Board has proposed a total dividend of ₹3.35 per equity share for the financial year, representing a payout of approximately 29%. This includes an interim dividend of ₹1.65 per share already paid during the year and a proposed final dividend of ₹1.70 per share. He further added that this is in line with the Company's Dividend Distribution Policy, which aims to declare at least 25% of the Profit After Tax as dividend each year, reflecting the Company's continued commitment to creating long-term value for its shareholders.
- g. The following items of business as set out in the Notice convening the 14<sup>th</sup> AGM were commended for shareholders' consideration and approval:

**Ordinary Business:**

1. Adoption of:
  - 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. Declaration of the Final Dividend of ₹1.70 /- (Rupee One and Seventy Only) per share for the financial year ended March 31, 2025.
3. Appointment of 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.
5. Re-appointment of Ms. Sandra Campos (DIN: 10390929) as an Independent Director of the Company.

The Company Secretary invited the shareholders to put forth their observations and seek clarifications, if any relating to the Annual Financial Statements, the Annual Report for the Financial Year 2024-25 and matters related thereto. Some of the shareholders attending the meeting through Video - Conferencing means, expressed their views relating to the business and operations of the Company. After hearing from the speaker shareholders as above, Dr. Deepak Kumar Seth, Chairman & Non-Executive Director of the Company and Mr Sanjay Jain, Group Chief Executive Officer, responded to their queries.

The Chairman informed the shareholders that the results of e-voting shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company at [www.pdsltd.com](http://www.pdsltd.com) and MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), the authorized agency provided e-voting facility at <https://instavote.linkintime.co.in> within the statutory timelines. The Chairman authorized the Company Secretary to declare the voting results.

The Chairman thanked the shareholders for joining the 14<sup>th</sup> AGM of the Company.

Mr. Abhishekh Kanoi, Head of Legal & Group Company Secretary, informed that the facility for remote e-Voting commenced at 9:00 A.M. on Monday, July 21, 2025, till 5:00 P.M. of Wednesday, July 23, 2025. He also informed that voting by electronic means was also available during the AGM to those shareholders who had not already voted by means of remote e-Voting. He further informed the shareholders that Mr. Gaurav Sainani and Mr. Sunny Gogiya, Partners at SGGS & Associates and Practicing Company Secretaries, were appointed as the scrutinizers to scrutinize the voting through electronic means (i.e. remote e-Voting and voting at the Meeting by using electronic system) in a fair and transparent manner.

**C. Voting by shareholders:**

- The Company had provided remote E-Voting facility to its shareholders to cast votes electronically on all agenda items of business set out in the Notice.
- Further, the facility to vote on resolutions through electronic voting system at the meeting (Insta Poll) was made available to the shareholders who participated in the meeting and had not cast their votes through remote e-voting.

All the resolutions as set forth in the 14<sup>th</sup> AGM notice are deemed to be passed on July 24, 2025, subject to receipt of requisite majority.

**Notes:**

*The Company will separately intimate the Results of E-Voting to the Stock Exchanges.*

Thanking you,

Yours faithfully,  
for **PDS Limited**

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

**PDS Limited**