

PDS/SE/2025-26/19

May 15, 2025

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Scrip Symbol: PDSL	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 538730
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Re: ISIN - INE111Q01021

Sub: Monitoring Agency Report for the quarter ended on March 31, 2025.

Dear Sir/ Madam,

Pursuant to Regulation 32(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 173A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, enclosed herewith is Monitoring Agency Report for the quarter ended on March 31, 2025, issued by CRISIL Ratings Limited, Monitoring Agency, appointed to monitor the utilisation of proceeds of the funds raised through Qualified Institutional Placement.

The aforesaid Report has been considered by the Audit Committee and Board of Directors in their respective Meetings held on May 15, 2025. Further, please note that there has been no deviation in the utilisation of proceeds of the funds raised through Qualified Institutional Placement.

We request you to kindly take the above information on record for the purpose of dissemination to the shareholders.

Thanking you,

Yours faithfully,
for PDS Limited

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

Encl.: As above

PDS Limited

**Monitoring Agency Report
for
PDS Limited
for the quarter ended
March 31, 2025**

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Crisil Ratings Limited

Corporate Identity Number: U67100MH2019PLC326247

Office Address: Lightbridge IT Park, Saki Vihar Road, Andheri East, Mumbai- 400 072, India.

Registered Office Address: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400 076, India

Phone: +91 22 6137 3000 | www.crisilratings.com

a company of **S&P Global**

CRL/MAR/PDMUFL/2024-25/1341

May 15, 2025

To

PDS Ltd
971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri East,
Mumbai - 400093, Maharashtra, India

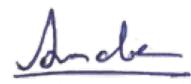
Dear Sir,

Sub: Monitoring Agency Report for the quarter ended March 31, 2025 in relation to the Qualified Institutional Placement (QIP) of PDS Limited ("the Company")

Pursuant to Regulation 173A of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated August 22, 2024 entered with the Company, we enclose the Monitoring Agency Report, issued by Crisil Ratings Limited, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of Qualified Institutional Placement for the quarter ended March 31, 2025.

Request you to kindly take the same on records.

Thanking you,
For and on behalf of Crisil Ratings Limited



Sushant Sarode
Director, Ratings (LCG)

Report of the Monitoring Agency (MA)

Name of the issuer: PDS Limited

For quarter ended: March 31, 2025

Name of the Monitoring Agency: Crisil Ratings Limited

(a) Deviation from the objects: Not applicable

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature: 

Name and designation of the Authorized Signatory: Sushant Sarode

Designation of Authorized person/Signing Authority: Director, Ratings (LCG)

1) Issuer Details:

Name of the issuer:	PDS Limited
Names of the promoter:	a. Payel Seth b. Deepak Kumar Seth c. Pallak Seth
Industry/sector to which it belongs:	Trading - Textile Products

2) Issue Details

Issue Period:	Thursday, August 22, 2024, to Tuesday, August 27, 2024
Type of issue:	Qualified Institutional Placement
Type of specified securities:	Equity Shares
IPO Grading, if any:	NA
Issue size:	Rs. 43,000 lakhs. (Refer Note)

Note:

Particulars	Amount as per Placement Document (Rs. In lakhs)
Gross Proceeds	43,000.00
Less: Offer Expenses	1,944.04*
Net Proceeds	41,055.96

*As per the placement document, the approximate issue related expenses are Rs 1,944.04 lakhs. The issue expenses incurred as at the quarter ended March 31, 2025 is Rs 1,858.49 lakhs and the remaining Rs 85.55 lakhs is unspent and lying as balance in Company's Monitoring Account as per management undertaking & certificate dated April 24, 2025 issued by M/s MLR and Associates LLP, Chartered Accountants (Firm Registration Number: 138605W), Peer Reviewed Independent Chartered Accountant.

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Placement Document?	Yes	Bank Statements, Placement Document, Management Undertaking, Peer Reviewed Independent Chartered Accountant Certificate [^]	No Comments	No Comments
Whether shareholder approval has been obtained in case of material deviations [#] from expenditures disclosed in the Placement Document?	NA	Management Undertaking, Peer Reviewed Independent Chartered Accountant Certificate [^]	No Comments	No Comments
Whether the means of Finance for the disclosed objects of the issue has changed?	NA		No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	No		No Comments	No Comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes		No Comments	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comments	No Comments
Are there any favourable events improving the viability of these object(s)?	NA		No Comments	No Comments
Are there any unfavourable events affecting the viability of these object(s)?	NA		No Comments	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	No Comments

NA represents Not Applicable

[^]Certificate dated April 24, 2025 issued by MLR and Associates LLP, Chartered Accountants (Firm Registration Number: 138605W), Peer Reviewed Independent Chartered Accountant

4) Details of object(s) to be monitored:

i. Cost of the object(s):

Sr. No.	Item Head	Source of information/ certification considered by MA for preparation of report	Original cost (as per the Placement Document) (Rs. in lakh)	Revised Cost (Rs. in lakh)	Comment of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Repayment/pre-payment, in full or in part, of certain borrowings availed by the Company and certain of its Subsidiaries	Management undertaking, Peer Reviewed Independent Chartered Accountant Certificate^, Placement Document	27,950.00	NA	No Revision	No Comments		
2	Pursuing strategic unidentified acquisitions, and other inorganic growth opportunities and general corporate purposes*		13,105.96	NA	No Revision	No Comments		
	Total	-	41,056.96					

* The amount utilized for pursuing strategic unidentified acquisitions and inorganic growth opportunities and general corporate purposes does not exceed 35% collectively of the Gross Proceeds and individually does not exceed 25% of Gross Proceeds.

^Certificate dated April 24, 2025 issued by MLR and Associates LLP, Chartered Accountants (Firm Registration Number: 138605W), Peer Reviewed Independent Chartered Accountant.

ii. Progress in the object(s):

Sr. No.	Item Head#	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Placement Document (Rs. in lakh)	Amount utilized (Rs. in lakh)			Total unutilized amount (Rs. in lakh)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Repayment/pre-payment, in full or in part, of certain borrowings availed by the Company and certain of its Subsidiaries	Management undertaking, Peer Reviewed Independent Chartered Accountant Certificate^, Bank Statements Placement Document	27,950.00	27,836.00	Nil	27,836.00	114.00	No utilization during the reported quarter	No Comments	
2	Pursuing strategic unidentified acquisitions, and other inorganic growth opportunities and general corporate purposes		13,105.96	Nil	Nil	Nil	13,105.96	No utilization during the reported quarter	No Comments	
	Total		41,055.96	27,836.00	Nil	27,836.00	13,219.96		-	

[^]Certificate dated April 24, 2025 issued by MLR and Associates LLP, Chartered Accountants (Firm Registration Number: 138605W), Peer Reviewed Independent Chartered Accountant

#Brief description of objects:

Object of the Issue	Description of objects as per the offer document filed by the issuer
Repayment/pre-payment, in full or in part, of certain borrowings availed by the Company and certain of its Subsidiaries	The Company proposes to utilize a portion of the Net Proceeds aggregating to Rs 27,950.00 lakhs for repayment or prepayment, in full or in part, of certain outstanding borrowings availed by the Company and/or some of the Subsidiaries, including, (i) PDS Brands Manufacturing Limited, (ii) Norwest Industries Limited, (iii) Techno Design HK Limited, (iv) Simple Approach Limited, (v) Zamira Fashion Limited, (vi) Spring Near East Manufacturing Company Limited, (vii) PDS Far East Limited, (viii) Poeticgem International Limited, (ix) PDS Asia Star Corp Limited, (x) Krayons Sourcing Limited, (xi) PDS Tailoring Limited, (xii) 360 Notch Limited, (xiii) Design Arc Asia Limited, (xiv) Twins Asia Limited, (xv) Jcraft Array Limited, (xvi) Styleberry Limited, (xvii) Sourcing Solutions Limited, (xviii) Grupo Sourcing Limited, (xix) PG Group Limited, (xx) PG Home Group Limited, (xxi) PDS Fashion USA Limited, (xxii) Design Arc FZCO and (xxiii) New Lobster Limited. The selection and extent of borrowings proposed to be repaid by the Company and/or the Identified Subsidiaries is based on various commercial considerations.
Pursuing strategic unidentified acquisitions, and other inorganic growth opportunities and general corporate purposes	<p>The Company proposes to utilise up to Rs 13,105.96 lakhs towards funding general corporate purposes and pursuing strategic unidentified acquisitions, and other inorganic growth opportunities, subject to (i) such amount not exceeding 35% of the amount being raised in the Issue and (ii) the total amount utilized towards inorganic growth by way of acquisition of targets that have not been identified in this Placement Document or the general corporate purposes, individually, not exceeding 25% of the amount being raised in the Issue.</p> <p>The Company and its Subsidiaries will continue to selectively pursue opportunities for evaluating potential targets for strategic investments, merger, acquisitions and partnerships, that complement and enhance the product and service offerings, strengthen or establish their presence in their targeted markets and customer portfolio of the target entities, benefits the development of their existing products.</p> <p>The general corporate purposes for which the Company proposes to utilise the Net Proceeds include, but not limited to, meeting exigencies, brand building, meeting working capital requirements enhancing IT capabilities, meeting operating expenses and capital expenditure for and incurred by the Company and Subsidiaries in the ordinary course of business, as applicable. The allocation or quantum of authorized funds towards each of the above purposes will be determined by the Board, based on the business requirements of the Company and other relevant considerations, from time to time. The Company's management shall have flexibility in authorize surplus amounts, if any.</p>

iii. Deployment of unutilised proceeds[^]:

Sr. No:	Type of instrument and name of the entity invested in	Amount invested (Rs. in lakh)	Maturity date	Earnings* (Rs. in lakh)	Return on investment (%)	Market Value as at end of quarter (Rs. in lakh)
1	FD No. 005710053648 with ICICI Bank (PDS Ltd)	450.00	12-May-25	3.93	0.07	453.93
2	FD No. 005710053646 with ICICI Bank (PDS Ltd)	1,000.00	12-May-25	8.73	0.07	1,008.73
3	FD No. 005710053667 with ICICI Bank (PDS Ltd)	2,550.00	13-May-25	24.31	0.07	2,574.31
4	FD No. 005710053649 with ICICI Bank (PDS Ltd)	1,000.00	12-May-25	8.73	0.07	1,008.73
5	FD No. 005710053668 with ICICI Bank (PDS Ltd)	1,000.00	13-May-25	0.00	0.07	1,000.00
6	FD No. 005710054251 with ICICI Bank (PDS Ltd)	2,500.00	05-Apr-25	1.18	0.06	2,501.18
7	FD No. 005710054255 with ICICI Bank (PDS Ltd)	580.00	05-Apr-25	0.23	0.05	580.23
8	FD No. 005710054268 with CICI Bank (Nextstyle Apparel)	4,100.00	06-Apr-25	1.35	0.06	4,101.35
9	Balance in current account of the Subsidiary, Nextstyle Apparel	25.00	NA	NA	NA	25.00
10	Balance in Company's ICICI Bank Monitoring Account No. 005705029310	109.41	NA	NA	NA	109.41
-	Total	13,314.41	-	48.46	-	13,362.87

[^]Certificate dated April 24, 2025 issued by MLR and Associates LLP, Chartered Accountants (Firm Registration Number: 138605W), Peer Reviewed Independent Chartered Accountant

Note:

1. The balance in Company's Monitoring Account is inclusive of unspent issue expenses of Rs 85.55 lakhs.
2. Out of the amount parked in fixed deposits, Rs 8.90 lakhs pertains to earnings on mutual funds and fixed deposits.

*Monitoring the deployment of Interest Income earned from unutilised proceeds does not form part of the scope of Monitoring Agency report.

iv. Delay in implementation of the object(s)

On the basis of Management undertaking & Certificate dated April 24, 2025 issued by MLR and Associates LLP, Chartered Accountants (Firm Registration Number: 138605W), Peer Reviewed Independent Chartered Accountant

Object(s)	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the Placement Document	Actual		Reason of delay	Proposed course of action
Repayment/pre-payment, in full or in part, of certain borrowings availed by the Company and certain of its Subsidiaries	Fiscal 2025	Refer note below	Refer note below	No Comments	No Comments
Pursuing strategic unidentified acquisitions, and other inorganic growth opportunities and general corporate purposes	Fiscal 2025	Refer note below	Refer note below	No Comments	No Comments

Note:

There is no delay in the implementation relative to what was mentioned in the Placement Document.

The Placement Document specifies that "In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals, as determined by us, in accordance with applicable law."

As per the peer-reviewed ICA certificate and management undertaking, Rs 6,666.98 lakhs could not be utilized during fiscal 2025. The same will be utilized in the subsequent fiscals.

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the Placement Document:

Not applicable on the basis of management undertaking & certificate dated April 24, 2025 issued by MLR and Associates LLP, Chartered Accountants (Firm Registration Number: 138605W), Peer Reviewed Independent Chartered Accountant.

Disclaimers:

- a) This Report is prepared by Crisil Ratings Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
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