

## Integrated Governance

### PDS LIMITED

#### General information about company

Scrip code	538730
NSE Symbol	PDSL
MSEI Symbol	NOTLISTED
ISIN	INE111Q01021
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Quarterly
Date of Quarter Ending	31-12-2024
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is not applicable to the Company as there are no Acquisition for the said period.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false During the quarter ended 31 December 2024, there are no ongoing litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the SEBI Master Circular dated 11 November 2024.
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	p00798
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	www.pdsltd.com

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson																								
true																								
Whether Chairperson is related to MD or CEO																								
false																								
Disqualification of Directors under section 164 of the Companies Act, 2013																								
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Deepak Kumar Seth	00003021	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	NA		06-04-2011				2	0	2	0			
2	Mrs	Payal Seth	00003035	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		06-04-2011				1	0	0	0			
3	Mr	Pallak Seth	00003040	Executive Director	Not Applicable		false				Active	NA		06-04-2011	02-11-2022			1	0	0	0			
4	Mr	Parth Gandhi	01658253	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		27-05-2021				1	0	1	1			
5	Mr	Robert Sinclair	09390821	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2021	09-11-2021		37.22	1	1	1	0		Textual Information(1)	
6	Mr	Mungo Park	09390792	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2021	09-11-2021		37.22	1	1	0	0		Textual Information(2)	
7	Ms	Yael Gairola	08434509	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		08-12-2021	26-07-2023			1	0	0	0		Textual Information(3)	
8	Mr	Nishant Parikh	07349640	Non-Executive - Independent Director	Not Applicable		false				Active	NA		08-12-2021	08-12-2021		36.23	1	1	1	1			
9	Mr	BG Srinivas	00517585	Non-Executive - Independent Director	Not Applicable		false				Active	NA		28-03-2023	28-03-2023		21.03	1	1	1	0		Textual Information(4)	
10	Ms	Sandra Campos	10390929	Non-Executive - Independent Director	Not Applicable		false				Active	NA		28-11-2023	28-11-2023		13.03	1	1	0	0		Textual Information(5)	

**Text Block**

Textual Information(1)	As Director is foreign national, he does not posses PAN card
Textual Information(2)	As Director is foreign national, he does not posses PAN card
Textual Information(3)	As Director is foreign national, she does not posses PAN card
Textual Information(4)	As Director is foreign national, he does not posses PAN card
Textual Information(5)	As Director is foreign national, she does not posses PAN card

**Annexure I**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	13-09-2023		
2	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
3	00517585	BG Srinivas	Non-Executive - Independent Director	Member	29-10-2024		
4	09390792	Mungo Park	Non-Executive - Independent Director	Member	08-12-2021	29-10-2024	

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390821	Robert Sinclair	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	07349640	Nishant Parikh	Non-Executive - Independent Director	Member	26-07-2023		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	02-11-2022		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Chairperson	08-12-2021		
2	09390821	Robert Sinclair	Non-Executive - Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
4	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
5	99999999	Sanjay Jain	Group CEO	Member	27-05-2021		
6	99999999	Rahul Ahuja	Group CFO	Member	24-01-2023		
7	99999999	Suresh Punjabi	Head of Internal Audit	Member	27-05-2021		Textual Information(1)

**Text Block**

Textual Information(1)

As the Member is not a Director in the Company, DIN is not mentioned.

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10390929	Sandra Campos	Non-Executive - Independent Director	Chairperson	29-10-2024		
2	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	27-05-2021		
4	09390792	Mungo Park	Non-Executive - Independent Director	Member	08-12-2021	29-10-2024	

**Annexure I**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	24-07-2024			true	10	9	8
2	22-08-2024	28		true	10	8	5
3	03-09-2024	11		true	10	7	4
4	29-10-2024	55		true	10	8	4
5	06-11-2024	7		true	10	8	5

**Annexure I**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	24-07-2024				true	3	3	2	0
2	Audit Committee	03-09-2024	40			true	3	3	2	0
3	Audit Committee	29-10-2024	55			true	3	3	2	0
4	Nomination and remuneration committee	24-07-2024				true	3	3	2	0
5	Nomination and remuneration committee	03-09-2024	40			true	3	3	2	0
6	Nomination and remuneration committee	29-10-2024	55			true	3	3	2	0
7	Risk Management Committee	26-07-2024				true	4	3	1	0
8	Stakeholders Relationship Committee	24-07-2024				true	3	3	1	0
9	Stakeholders Relationship Committee	29-10-2024	96			true	3	2	1	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	Abhishekh Kanoi
2	Designation	Company Secretary and Compliance Officer

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

### Signatory Details

Name of signatory	Abhishekh Kanoi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	07-02-2025

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	2
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange of India Limited	Penalty levied INR Rs. 5000/-	13-12-2024	The financial statements were uploaded on October 29, 2024, at 11:56 PM, and the Related Party Transactions Statement for the quarter ended September 30, 2024, was promptly uploaded on October 30, 2024, at 12:12 AM. The 16-minute gap between the two uploads occurred due to procedural and technical reasons, without any deliberate delay or mala fide intent.	None, there is no material impact on financials, operations or other activities of the Company. The Company has filed a waiver application with NSE and BSE.
2	BSE Limited	Penalty levied INR Rs. 5000/-	13-12-2024	The financial statements were uploaded on October 29, 2024, at 11:56 PM, and the Related Party Transactions Statement for the quarter ended September 30, 2024, was promptly uploaded on October 30, 2024, at 12:12 AM. The 16-minute gap between the two uploads occurred due to procedural and technical reasons, without any deliberate delay or mala fide intent.	None, there is no material impact on financials, operations or other activities of the Company. The Company has filed a waiver application with NSE and BSE.