



Global, Collaboration, Digital, Ethical

## 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

### POSTAL BALLOT NOTICE

#### E-VOTING DATES

Commencement of E-Voting	Friday, February 13, 2026, at 9:00 A.M. (IST)
End of E-Voting	Saturday, March 14, 2026, at 5:00 P.M. (IST)
Announcement of Voting Results	On or before March 16, 2026

#### RESOLUTION FOR APPROVAL

Sl. No.	Resolution	Type of Resolution
1	To approve the shifting of Registered Office of the Company from 'State of Maharashtra' to the 'State of Haryana'.	Special
2	To approve an amendment in the terms of PDS Limited Employee Stock Option Plan 2021 – Plan B.	Special
3	To approve an amendment in the terms of PDS Limited Employee Stock Option Plan 2021 – Plan B, for grant of employee stock options to eligible employees of the Company's subsidiaries.	Special
4	To authorise PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company by way of secondary market acquisition for administration of PDS Limited - Employees Stock Option Plan 2021 – Plan B.	Special
5	To authorise the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Limited - Employees Stock Option Plan 2021 – Plan B.	Special

*The Notice of the Postal Ballot/E-voting and Explanatory Statement is prepared pursuant to the applicable provisions of the Companies Act, 2013, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and applicable circulars issued by Ministry of Corporate Affairs from time to time]**

To,  
The Shareholders,

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)(**the "Rules"**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard – II on General Meetings ("**SS-II**"), issued by the Institute of the Company Secretaries of India, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process through e-voting vide General Circular dated April 8, 2020, April 13, 2020, along with subsequent circulars issued in this regard and the latest dated September 22, 2025 ("**MCA Circulars**"), to transact the below mentioned proposed special businesses by the members of the PDS Limited ("**the Company**") by passing special resolution(s), as applicable, through postal ballot ("**Postal Ballot**") by way of remote e-voting only ("**e-voting / remote e-voting**").

The remote e-voting facility will be available for the following period:

<b>Commencement of E-Voting</b>	Friday, February 13, 2026, at 9:00 A.M. (IST)
<b>End of E-Voting</b>	Saturday, March 14, 2026, at 5:00 P.M. (IST)

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ MUFUG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), the Company's Registrars and Transfer Agent ('**RTA**') / National Securities Depository Limited ('**NSDL**') and/or Central Depository Services (India) Limited ('**CDSL**'), (**NSDL and CDSL collectively 'Depositories'**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

In accordance with Section 101 of the Act read with Rule 18 of the Rules and the MCA Circulars, the Company is sending Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 6, 2026. ("**Cut-off Date**").

The Board of Directors of the Company now propose to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolution and additional information as required under the SEBI Listing Regulations are appended to this Notice.

You are requested to peruse the proposed resolutions along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1**

**To approve the shifting of Registered Office of the Company from 'State of Maharashtra' to the 'State of Haryana'.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to approval of the Central Government (powers delegated to Regional Director), and such other approvals, permissions and sanction, as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "State of Maharashtra" to the "State of Haryana" and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

**"II. The Registered Office of the Company will be situated in the State of Haryana."**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall deem to include any person (s) authorized and/or Committee, which

the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

### **ITEM NO. 2**

#### **To approve an amendment in the terms of PDS Limited Employee Stock Option Plan 2021 – Plan B.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 62 of the Companies Act, 2013 (the “Act”) and all other applicable provisions of the Act, including the rules made thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (“SEBI SBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), SEBI circulars, the Foreign Exchange Management Act, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force), any other notifications, circulars, rules and clarifications, guidance as may be applicable, relevant provisions of the Articles of Association of the Company, PDS Limited - Employees Stock Option Plan 2021 – Plan B (“PDS ESOP (B) 2021” or “Scheme”) and subject to such approval(s), consent(s) and permission(s) as may be required and subject to such conditions and modifications as may be prescribed & accepted by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any committee of the Board authorized in this regard), the consent of the Members be and is hereby accorded to increase the total quantum of options to be granted under the Scheme to or for the benefit of the eligible employees of the Company (as defined under the Scheme), by way of increase in number of Options convertible into equivalent number of equity shares by additional 2,99,000 (Two Lakh Ninety Nine Thousand) Options which will increase the existing Pool under the Scheme to 8,05,740 (Eight Lakh Five Thousand Seven Hundred and Forty) Options, which represent ~0.57% (zero point five seven percent) of the paid-up share capital of the Company as on December 31, 2025, for the reasons as detailed in the Explanatory Statement.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the aforesaid modification to the Scheme on such terms & conditions as prescribed in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms of the Scheme (within the contours of the Scheme and member’ approval), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance / eligibility criteria for grant / vesting or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized in its absolute discretion as it deems fit, for the aforesaid purpose, to give effect to this resolution and the variation in the terms of the PDS ESOP (B) 2021 as may be necessary from time to time; to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve /authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to any committee, the Company Secretary, any officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### **ITEM NO. 3**

#### **To approve an amendment in the terms of PDS Limited Employee Stock Option Plan 2021 – Plan B, for grant of employee stock options to eligible employees of the Company’s Subsidiaries.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 62 of the Companies Act, 2013 (the “Act”) and all other applicable provisions of the Act, including the rules made thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (“SEBI SBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), SEBI circulars, the Foreign Exchange Management Act, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force), any other notifications, circulars, rules and clarifications, guidance as may be applicable, relevant

provisions of the Articles of Association of the Company, PDS Limited - Employees Stock Option Plan 2021 – Plan B (“PDS ESOP (B) 2021” or “Scheme”) and subject to such approval(s), consent(s) and permission(s) as may be required and subject to such conditions and modifications as may be prescribed & accepted by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any committee of the Board authorized in this regard), the consent of the Members be and is hereby accorded to increase the total quantum of options to be granted under the Scheme to or for the benefit of the eligible employees of any existing or future subsidiary company(ies) (as defined under the Scheme), by way of increase in number of Options convertible into equivalent number of equity shares by additional 2,99,000 (Two Lakh Ninety Nine Thousand) Options which will increase the existing Pool under the Scheme to 8,05,740 (Eight Lakh Five Thousand Seven Hundred and Forty) Options, which represent ~0.57% (zero point five seven percent) of the paid-up share capital of the Company as on December 31, 2025, for the reasons as detailed in the Explanatory Statement.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the aforesaid modification to the Scheme on such terms & conditions as prescribed in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms of the Scheme (within the contours of the Scheme and member’ approval), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance / eligibility criteria for grant / vesting or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized in its absolute discretion as it deems fit, for the aforesaid purpose, to give effect to this resolution and the variation in the terms of the PDS ESOP (B) 2021 as may be necessary from time to time; to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve / authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to any committee, the Company Secretary, any officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **ITEM NO. 4**

**To authorise PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company by way of secondary market acquisition for administration of PDS Limited - Employees Stock Option Plan 2021 – Plan B.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the rules thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘SEBI SBEB Regulations’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, circulars, guidelines or directions, if any, issued by SEBI and/ or any other regulatory authority from time to time, any other law, (including any statutory modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and subject to such approval(s), permission(s) and sanction(s), as may be necessary, relevant provisions of the Articles of Association of the Company and PDS Limited - Employees Stock Option Plan 2021 – Plan B (“PDS ESOP (B) 2021” or “Scheme”) and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the Members be and is hereby accorded to authorise ‘PDS Multinational Fashions ESOP Trust’ (hereinafter referred to as ‘Trust’) to acquire the equity shares of the Company from secondary market in one or more tranches, at such price and at such terms and conditions that the Trust may deem fit and do all such acts, deeds and things as may be incidental or ancillary in this regard, to be held by the Trust which shall be transferred to the eligible employees of the Company and its subsidiary companies, present and future, on exercise of options and shall be otherwise dealt with by the Trust in any permissible manner, in terms of SEBI SBEB Regulations and the Scheme.

**RESOLVED FURTHER THAT** the total number of Secondary Shares acquired by the Trust in any financial year shall not exceed more than 2% of the Paid-up Equity Share Capital of the Company as at the end of the previous financial year and the total number of Secondary Shares held by the Trust at any time shall not exceed 5% of the Paid-up Equity Share Capital of the Company at the end of the previous financial year.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organization, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the

number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee thereof) be and is hereby authorized in its absolute discretion as it deems fit; for the aforesaid purpose, to give effect to this resolution as may be necessary from time to time; to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve / authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to any Committee, Company Secretary, any officer of the Company generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **ITEM NO. 5**

**To authorize the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Limited - Employees Stock Option Plan 2021 – Plan B.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in modification of the earlier resolutions passed by the Shareholders on July 30, 2021, December 3, 2023 and July 26, 2024 and pursuant to the provisions of Section 67(3) and other applicable provisions, if any,) of the Companies Act, 2013 (‘the Act’), and the rules thereunder, the Securities and Exchange Board of India (Share Based Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), the circulars issued by Securities and Exchange Board of India (“SEBI”), the Foreign Exchange Management Act (including statutory modification(s) or reenactment(s) thereof, for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company, other law, notifications, circulars, rules and clarifications, guidance as may be applicable and relevant and subject to requisite approvals of the SEBI, Stock Exchanges and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approvals as may be agreed by the Board of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to PDS Multinational Fashions ESOP Trust (“Trust”), an irrevocable trust set-up by the Company, in one or more tranches not exceeding i.e. 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free Reserves as per the latest audited financial statements, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares (“Shares”) as may be prescribed under PDS Limited - Employees Stock Option Plan 2021 – Plan B (“Scheme”) or any other share based employee benefit plan which may be introduced by the Company from time to time, with a view to deal in such shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the Act and any other applicable laws and regulations such that the total amount of loan outstanding at any time shall not exceed ₹31,46,97,600/- (Rupees Thirty-One Crores Forty-Six Lakhs Ninety-Seven Thousand and Six Hundred Only).

**RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable to and recoverable by the Company from time to time by utilising the proceeds realised from exercise of Employee Stock Options during the term of the Scheme and/or Employee Benefit Scheme(s), as the case may be, and the amounts accrued to the Trust at the time of termination of the Scheme and/ or Employee Benefit Scheme(s), as the case may be.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake transactions as permitted by the SEBI SBEB Regulations.

**RESOLVED FURTHER THAT** the trustees of the Trust shall not vote in respect of the Shares held by such Trust.

**RESOLVED FURTHER THAT** the trustees of the Trust shall ensure compliance with the provisions of the SEBI SBEB Regulations, the Act and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee thereof) be and is hereby authorized in its absolute discretion as it deems fit, for the aforesaid purpose, to give effect to this Resolution as may be necessary from time to time; to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve/ authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to any committee, the Company Secretary, any officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including to settle all

matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

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

**Sd/-**

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

**Address:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar  
Link Road, Andheri East, Mumbai 400093, Maharashtra, India.

Place: Mumbai

Date: February 10, 2026

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 along with the details in terms of SEBI Listing Regulations, setting out material facts for the proposed resolutions are annexed herein below.
2. In view of the MCA Circulars, the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”), (collectively referred as “Depositories”), as on Friday, February 6, 2026 (the “Cut-off Date”) and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants (“DPs”) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), (“RTA”) or the Company.
3. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-Voting only.
5. Members who have not registered their e-mail address so far are requested to register their e-mail 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 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/RTA to enable servicing of all the notices and other communications electronically to their e-mail address in the future.
6. 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://pdsLtd.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 RTA in case the shares are held in physical form.
7. SEBI has mandated the registration of permanent account number PAN, Contact details, Bank A/c details, Nomination and Specimen signature by holders of physical securities. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s registrar MUFG Intime India Private Limited at [Investor.helpdesk@in.mpms.mufg.com](mailto:Investor.helpdesk@in.mpms.mufg.com). The forms for updating the same are available at <https://pdsLtd.com/investors/investor-information/#request-forms>. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s).
8. SEBI has introduced Online Dispute Resolution (‘ODR’), which is in addition to the existing SEBI Complaints Redressal System (‘SCORES’) platform, which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after

exhausting the option to resolve dispute with the Company and on the SCORES platform. The SMART ODR Portal can be accessed at <https://smartodr.in/login>. The detailed circulars and process are also available on the website of the Company at <https://pdsLtd.com/investors/investor-information/#drm-details>

**9. Important Updates on Shareholder Awareness - Special Window for Transfer and Dematerialisation of Physical Securities**

Securities and Exchange Board of India (“SEBI”) had discontinued transfer of physical shares from 1st April 2019. However, a special window was opened by SEBI from 7th July 2025 to 6th January 2026, for re-lodgment of physical share transfer requests originally submitted before 1st April 2019 but returned due to deficiencies in documentation. In order to facilitate investors, the SEBI has decided to open another special window for one year from 5th February 2026 to 4th February 2027. While lodging request under special window for transfer of physical shares, one of the mandatory requirements is submission of original share certificate which is as follows:

Execution Date of Transfer Deed	Lodged for transfer before April 01, 2019?	Original Security Certificate Available?	Eligible to lodge in the current window?
Before 1 <sup>st</sup> April, 2019	No (it is fresh lodgement)	Yes	✓
	Yes (it was rejected/ returned earlier)	Yes	✓
	Yes	No	x
	No	No	x

Further the following cases will not be considered under this window:

- Cases involving disputes between transferor and transferee.
- Securities which have been transferred to Investor Education and Protection Fund (IEPF).

Note: All shares re-lodged during this period will be processed through the transfer-cum-demat route, i.e. they will only be issued in dematerialized (demat) form after transfer and the same will be subject to a lockin of one year.

Reference: SEBI circular HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30th January, 2026 on Ease of Doing Investment – Special Window for Transfer and Dematerialisation of Physical Securities can be accessed at <https://pdsLtd.com/investors/investor-information/> .

- The Postal Ballot Notice is also available on the website of the Company at [www.pdsLtd.com](http://www.pdsLtd.com). The same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (“**BSE**”) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchanges of India Limited (“**NSE**”) [www.nseindia.com](http://www.nseindia.com), website of MUFG Intime India Private Limited/ RTA, remote e-voting facility provider at <https://instavote.linkintime.co.in>.
- All documents referred to in this Notice will be available electronically for inspection by the Members from date of dispatch of this Notice till the date of declaration of the results for this Postal Ballot. Members seeking to inspect such documents can send an email to [investors@pdsLtd.com](mailto:investors@pdsLtd.com).
- Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e. Friday, February 6, 2026, only shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/ RTA/Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter, in this Notice.
- The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, February 6, 2026.
- The Board of Directors of the Company in its meeting held on Tuesday, February 10, 2026, has appointed Mr. Gaurav Sainani (Membership No. A 36600 & Certificate of Practice No. 24482) and Mr. Sunny Gogiya (Membership No. A 56804 & Certificate of Practice No. 21563), Partners, M/s. SGGS and Associates, Company Secretaries as Scrutinizer.
- The Scrutinizer will after the conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and submit his report

to the Chairman or any other person authorised by the Chairman who shall countersign the same and declare the result of the voting forthwith. The results of voting by Postal Ballot (through the remote e-voting process) will be declared on or before Monday, March 16, 2026. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

16. The result of the Postal Ballot along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website at [www.pdsltd.com](http://www.pdsltd.com), website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) where the shares of the Company are listed and on the website of RTA at <https://instavote.linkintime.co.in>
17. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
18. All papers relating to Postal Ballot including voting by Remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes.
19. Some of the important details regarding the Remote e-Voting facility are provided below:

<b>Cut-off date for determining the Members entitled to vote through remote e-voting</b>	Friday, February 6, 2026
<b>Commencement of e-voting period</b>	Friday, February 13, 2026 at 9:00 A.M. (IST)
<b>End of e-voting period</b>	Saturday March 14, 2026 at 5:00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Saturday, March 14, 2026. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

20. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the resolution mentioned in the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf electronically to the Scrutinizer by email at [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) and/or at [gaurav.sainani@legalixir.com](mailto:gaurav.sainani@legalixir.com) with copies marked to the Company at [investors@pdsltd.com](mailto:investors@pdsltd.com) and to RTA at [Investor.helpdesk@in.mpms.mufg.com](mailto:Investor.helpdesk@in.mpms.mufg.com).
21. Resolution, if passed by the Members through Postal Ballot, is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Saturday, March 14, 2026 in terms of SS-2 issued by the Institute of Company Secretaries of India.
22. Consequent to acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, Link Intime India Private Limited is now known as MUFG Intime India Private Limited with effect from December 31, 2024. Accordingly, the name of RTA of the Company is changed to MUFG Intime India Private Limited.
23. **Instructions for voting through Remote E-Voting:**

In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, MCA Circulars and SS-2 issued by the Institute of Company Secretaries of India, the Company is providing a facility to all its Members to enable them to cast their vote on the matter listed in this Notice by electronic means (Remote e-voting). The Remote E-voting facility is being provided by the RTA.

The dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the Postal Ballot process by e-mail to the Members of the Company. The remote e-voting period begins at 9.00 A.M. (IST) on Friday, February 13, 2026, and ends at 5.00 P.M. (IST) on Saturday, March 14, 2026. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, February 6, 2026, may cast their vote electronically. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

24. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.



**THE INSTRUCTIONS FOR MEMBERS FOR VOTING THROUGH ELECTRONIC MEANS ARE AS UNDER:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

**LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

**1) FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORIES:**

<b>NSDL:</b>	
<b>Shareholders registered with NSDL IDeAS facility</b>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and click on “Beneficial Owner” icon under icon under “IDeAS Login Section”.</li> <li>b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.</li> <li>c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.</li> <li>d) Click on “MUG 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.</li> </ul>
<b>Shareholders not registered for IDeAS facility:</b>	<ul style="list-style-type: none"> <li>a) To register, visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code &amp; click on “Submit”.</li> <li>c) Enter the last 4 digits of your bank account / generate ‘OTP’</li> <li>d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).</li> </ul> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 5px;">   </div>
<b>Individual Shareholders directly visiting the e-voting website of NSDL</b>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a></li> <li>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>c) 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.</li> </ul>

	<ul style="list-style-type: none"> <li>d) 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.</li> <li>e) 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.</li> </ul>
<p><b>NSDL OTP based login</b></p>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</li> <li>c) Enter the OTP received on your registered email ID/ mobile number and click on login.</li> <li>d) 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.</li> <li>e) 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.</li> </ul>
<p><b>CDSL:</b></p>	
<p><b>Shareholders registered with CDSL Easi/ Easiest facility</b></p>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> &amp; click on New System Myeasi Tab.</li> <li>b) Enter existing username, Password &amp; click on “Login”.</li> <li>c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.</li> </ul>
<p><b>Individual Shareholders who have not registered for CDSL Easi/ Easiest facility:</b></p>	<ul style="list-style-type: none"> <li>a) To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/</a> / <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>b) Proceed with updating the required fields for registration.</li> <li>c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).</li> </ul>

<p><b>Individual Shareholders directly visiting the e-voting website of CDSL</b></p>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>b) Go to e-voting tab.</li> <li>c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.</li> <li>e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.</li> </ul>
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**2) 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) Post 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.

**3) 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., Friday, February 6, 2026, for e-voting may register and vote on InstaVote as under:

<p><b>STEP 1: LOGIN / SIGNUP to InstaVote</b></p> <p><b>Shareholders who have registered for INSTAVOTE facility:</b></p>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> &amp; click on “Login” under ‘SHARE HOLDER’ tab.</li> <li>b) Enter details as under: <ul style="list-style-type: none"> <li>A. User ID: Enter User ID</li> <li>B. Password: Enter existing Password</li> <li>C. Enter Image Verification (CAPTCHA) Code</li> <li>D. Click “Submit”.</li> </ul> </li> </ul> <p>(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolution”)</p> <table border="1" data-bbox="860 1701 1429 1900"> <tr> <td rowspan="3" style="writing-mode: vertical-rl; transform: rotate(180deg);">InstaVote USER ID</td> <td style="background-color: #333; color: white; text-align: center;">NSDL</td> <td>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).</td> </tr> <tr> <td style="background-color: #333; color: white; text-align: center;">CDSL</td> <td>User ID is 16 Digit Beneficiary ID.</td> </tr> <tr> <td style="background-color: #333; color: white; text-align: center;">Shares held in physical form</td> <td>User ID is Event No + Folio no. registered with the Company</td> </tr> </table>	InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).	CDSL	User ID is 16 Digit Beneficiary ID.	Shares held in physical form	User ID is Event No + Folio no. registered with the Company
InstaVote USER ID	NSDL		User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).					
	CDSL		User ID is 16 Digit Beneficiary ID.					
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company						

**Shareholders not registered for INSTAVOTE facility:**

c) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders holding shares in NSDL form, shall provide ‘D’ above
  - o Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. 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).*

6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

**STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

**Note:** Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**4) GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CUSTODIAN / CORPORATE BODY/ MUTUAL FUND”):**

<p><b>Custodian / Corporate Body/ Mutual Fund Registration</b></p>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”</li> <li>c) Fill up your entity details and submit the form.</li> <li>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 &amp; stamped and sent to <a href="mailto:insta.vote@linkintime.co.in">insta.vote@linkintime.co.in</a>.</li> <li>e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)</li> </ul>
<p><b>Investor Mapping</b></p>	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with InstaVote Login credentials.</li> <li>b) Click on “Investor Mapping” tab under the Menu Section</li> <li>c) Map the Investor with the following details:                             <ul style="list-style-type: none"> <li>1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.</li> <li>2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.</li> <li>3) ‘Investor PAN’ - Enter your 10-digit PAN.</li> <li>4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.</li> </ul> <p><i>Note: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.</i></p> <p><i>Further, Custodians and Mutual Funds shall also upload specimen signatures.</i></p> </li> <li>5) 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”.</li> </ul>
<p><b>Voting through remote e-voting</b></p>	<p>The corporate shareholder can vote by two methods, during the remote e-voting period.</p>

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR****METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

*(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).*

**HELPDESK:**

<p><b>Individual Shareholders holding securities in demat mode</b></p>	<p><b>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.</b></p> <table border="1"> <thead> <tr> <th data-bbox="704 363 959 401">Login type</th> <th data-bbox="964 363 1417 401">Helpdesk details</th> </tr> </thead> <tbody> <tr> <td data-bbox="704 407 959 527">Individual Shareholders holding securities in demat mode with NSDL</td> <td data-bbox="964 407 1417 527">Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000</td> </tr> <tr> <td data-bbox="704 533 959 682">Individual Shareholders holding securities in demat mode with CDSL</td> <td data-bbox="964 533 1417 682">Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</td> </tr> </tbody> </table>	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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33						
<p><b>Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:</b></p>	<p>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 <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a> or contact on: - Tel: 022 – 4918 6000.</p>						

**FORGOT PASSWORD:**

<p><b>Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:</b></p>	<p>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.</p>
<p><b>Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:</b></p>	<p>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: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>▪ Click on “<b>Login</b>” under ‘SHARE HOLDER’ tab.</li> <li>▪ Click “<b>forgot password?</b>”</li> <li>▪ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).</li> <li>▪ Click on “SUBMIT”.</li> </ul> <p>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: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>▪ Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab</li> <li>▪ Click “<b>forgot password?</b>”</li> <li>▪ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).</li> <li>▪ Click on “SUBMIT”.</li> </ul> <p>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/</p>

	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.
<b>General Instructions (Shareholders)</b>	<ul style="list-style-type: none"> <li>❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.</li> </ul>

- 5) Mr. Rajive Ranjan, AVP – MUFG Intime India Private Limited, Email ID enotices@in.mpms.mufig.com and contact number - 022 – 4918 6000, Address : Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi, Delhi,110058 may be contacted for any grievances connected with the facility for e-voting.

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

**Sd/-**

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

**Address:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai 400093, Maharashtra, India.

Place: Mumbai

Date: February 10, 2026

**STATEMENT AS REQUIRED UNDER SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013****ITEM NO. 1: TO APPROVE CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM 'STATE OF MAHARASHTRA' TO 'STATE OF HARYANA'.**

The Registered Office of the Company is presently situated in the State of Maharashtra. The Board of Directors of the Company at its Meeting held on February 10, 2026, proposed to shift the Registered Office of the Company to the "State of Haryana".

The Registered Office of the Company in Mumbai operates from leased premises, which is subject to periodic renewals and associated risks of change in address. In contrast, the premises available in Gurgaon, Haryana, is owned by the Company, thereby offering greater long-term stability, cost- efficiency, and control over its primary corporate office. Shifting the Registered Office to Haryana will help to reduce administrative complexities and enable the Company to centralize and streamline its operations at a strategically favourable location. This transition is expected to facilitate the business of the Company to be carried on in more economical, and sustainable manner.

The proposed change will not adversely affect the interests of any employees, shareholders, creditors or any other stakeholders of the Company.

In accordance with the provisions of Section 12, 13 and other applicable provisions, if any, of the Act and Rules made thereunder, the proposed shift necessitates an amendment to Clause II of the Memorandum of Association and requires approval of the shareholders by way of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, the approval of the members is sought for shifting the Registered Office of the Company and consequently, for alteration of the Clause II of the Memorandum of Association to reflect that the Registered Office of the Company be situated in the State of Haryana. All the material documents related to this shall be available for inspection at the Registered Office of the Company during business hours on any working day and be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an email to [investors@pdsitd.com](mailto:investors@pdsitd.com).

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding / directorship.

The Board of Directors recommends the resolution set out in Item No. 1 of the Notice for approval by the shareholders as a Special Resolution.

**ITEM NO. 2 to 5: TO APPROVE AMENDMENT AND IMPLEMENTATION OF PDS LIMITED EMPLOYEE STOCK OPTION PLAN 2021 – PLAN B, INCLUDING GRANT OF OPTIONS TO THE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES AND AUTHORIZATION OF LOAN TO ESOP TRUST**

PDS Limited ("PDS" or "Company") has always followed the philosophy of rewarding its employees for delivering long term sustainable performance, creation of shareholder value and ensuring external competitiveness along with internal equity.

The Company had introduced the PDS Limited - Employees Stock Option Plan B ("PDS ESOP (B) 2021/ Scheme"). The Scheme was approved by the Shareholders of the Company vide Special Resolution passed at the 10th Annual General Meeting held on July 30, 2021, for the eligible employees of the Company and its Subsidiary Company(ies).

The Company maintains a balance between fixed and variable pay of its key workforce, delivering long-term sustained business growth and performance. In order to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, the Company has linked the reward of key employees with the Options. The Nomination and Remuneration Committee ("NRC"), based on well laid criteria, grants stock options to the key employees, on such terms and conditions as it may deem fit, from time to time, to create employee ownership and high-performance culture by enabling value creation.

The members of the Company, at their 10<sup>th</sup> AGM had, inter-alia, approved 1,01,348 stock options as the maximum quantum of options to be granted under the Scheme ("Pool"). As a result of split in the face value of equity shares of the Company from ₹10/- to ₹2/- in the year 2022, the ESOP pool was adjusted to 5,06,740 options. As per the terms & conditions of the Scheme, the NRC has utilised ~84.08% of the ESOP pool to grant stock options to the eligible employees from time to time.

The environment of the industry in which the Company operates is shaped by several factors, including technological advancements, regulatory frameworks, market dynamics and the evolving needs of the industry. Considering the

industry environment, it has become imperative for the Company to attract and retain a talent pool to drive ownership mind-set which is aligned to the long-term growth of the Company and stakeholders' interests. It is important to have a broad-based coverage of ESOPs to attract and retain key work force.

Based on the recommendation of the NRC and subject to the approval of the shareholders, the Board of Directors of the Company, at its meeting held on February 10, 2026, approved the proposed increase in the total quantum of options to be granted under the Scheme to or for the benefit of the eligible employees of the Company and its Subsidiaries, by way of increase in number of Options convertible into equivalent number of equity shares by additional 2,99,000 (Two Lakh Ninety-Nine Thousand) Options which will increase the existing Pool under the Scheme to 8,05,740 (Eight Lakh Five Thousand Seven Hundred and Forty) Options, which represent ~0.57% (zero point five seven percent) of the paid-up share capital of the Company as on December 31, 2025.

It may also be noted that the Company acquires shares from secondary market to implement and administer PDS ESOP (B) 2021, with no increase in issued capital, thereby ensuring that interests of minority shareholders are not diluted.

Details of the revision in the relevant clauses of the PDS ESOP (B) 2021 on account of the said proposed amendment are provided below:

Clause No.	Existing Provision	Proposed Amendment
3.1	Under this PDS ESOP (B) 2021, the maximum number of Options that may be granted in aggregate shall not exceed 5,06,740 and (ii) up to 5% (five percent) percentage of Shares shall be acquired from the secondary market by the Trust (hereinafter referred as "Secondary Shares") (collectively, "Aggregate Plan B Shares"), as may be determined by the Compensation Committee.	Under this PDS ESOP (B) 2021, the maximum number of Options that may be granted in aggregate shall not exceed 8,05,740 and (ii) up to 5% (five percent) percentage of Shares shall be acquired from the secondary market by the Trust (hereinafter referred as "Secondary Shares") (collectively, "Aggregate Plan B Shares"), as may be determined by the Compensation Committee.

Accordingly, in line with the Company's compensation philosophy and foregoing reasons, and in the best interests of the company and shareholders, an increase in ESOP pool is being recommended to shareholders for approval, as an enabling provision.

#### **PDS Multinational Fashions ESOP Trust**

To execute PDS ESOP (B) 2021 through Trust Route, the Company needs to make provisioning of funds to PDS Multinational Fashions ESOP Trust, an irrevocable trust set-up by the Company, (the "Trust") so as to enable it to purchase the Shares of the Company. For facilitating the subscription of the Shares by the Trust for the purposes of the Plan, approval of the Members was obtained for provision of money by the Company to the Trust by way of loan, provision of guarantee or security in connection with a loan granted or to be granted, in one or more tranches. The details of previous approval of the members are as follows:

Type and Date of Meeting	Amount (in ₹)	Overall ceiling
10 <sup>th</sup> Annual General Meeting held on July 30, 2021	5,80,00,000	5% (Five percent) of the aggregate of the paid-up equity share capital and free reserves of the Company as per the latest Audited Financial Statements.
Through Postal Ballot passed on December 3, 2023	9,20,00,000	
13 <sup>th</sup> Annual General Meeting held on July 26, 2024	9,46,68,590	

In view of the aforesaid proposal to increase the ESOP Pool and to further increase the amount of financial assistance to the Trust, the Members are recommended to grant authority to the Board of Directors of the Company to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to PDS Multinational Fashions ESOP Trust, in one or more tranches, for an aggregated amount not exceeding ₹31,46,97,600/- (Rupees Thirty-One Crores Forty-Six Lakhs Ninety Seven Thousand Six Hundred Only), i.e. within the limit of 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free Reserves as per the Audited Financial Statements for the year ended March 31, 2025, being the statutory ceiling as per the SEBI SBEB Regulations read with relevant provisions of the Act, and subject to the continuing compliance of the overall limits prescribed SEBI SBEB Regulations read with relevant provisions of the Act.

#### **Other Terms of the Scheme**

All other provisions and terms and conditions of the Scheme shall remain same as approved earlier by the Members at the 10th AGM of the Company (as amended from time to time) and the options, already granted, if any,

under the Scheme would continue to be governed by the existing terms & conditions of the Scheme without any change in the rights and obligations of the option holders. The proposal is not prejudicial to the interests of the employees and option holders in any manner.

The trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB) Regulations and all other applicable laws at all times in connection with dealing with the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

In compliance with the SEBI (SBEB) Regulations, the Company hereby confirms that all Eligible Employees defined under the Scheme shall be the designated beneficiaries of the aforementioned variations to the PDS ESOP (B) 2021.

**Brief Description of the Scheme and Disclosures under Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI (SBEB) Regulations:**

**1. Brief Description of Scheme**

This Scheme shall be called the “PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan B” or “PDS ESOP (B) 2021”.

The objective of the PDS ESOP (B) 2021 is to reward employees of the Company, its Subsidiaries and its holding company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company views the PDS ESOP (B) 2021 as an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme / plan.

The PDS ESOP (B) 2021 shall continue to be in force until (i) all Options which have been Granted have either been Exercised or have lapsed in accordance with the terms herein; or (ii) all of the Options available for issuance under the PDS ESOP (B) 2021 have been issued and exercised.

If an Employee Stock Option expires or becomes un-exercisable in accordance with the terms of this PDS ESOP (B) 2021, it shall become available for future Grants, subject to compliance with all Applicable Laws. The Compensation Committee will have powers to re-Grant such Options.

**2. Total number of Options to be Granted**

Under this PDS ESOP (B) 2021, the maximum number of Options that may be granted in aggregate shall not exceed 5,06,740 and (ii) up to 5% (five percent) percentage of Shares shall be acquired from the secondary market by the Trust ( “Secondary Shares”) (collectively, “Aggregate Plan B Shares”), as may be determined by the Compensation Committee.

*It is proposed to increase the existing Pool under the Scheme to 8,05,740 (Eight Lakh Five Thousand Seven Hundred and Forty) Options.*

**3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

The following employees will be eligible to participate in the PDS ESOP (B) 2021 (“Eligible Employee”):

- i. a permanent employee of the Company working in India or outside of India;
- ii. a director of the Company; or
- iii. an employee, as defined in sub-clauses (i) or (ii) of a subsidiary, in India or outside of India, or of a holding company of the Company.

but excludes - (a) an individual who is a Promoter or belongs to the Promoter Group; (b) a director who either by himself or through his relatives or through a body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares; and (c) an independent director (within the meaning of the Act and SEBI Listing Regulations, as applicable).

**4. Requirements of vesting and period of vesting**

Options granted under PDS ESOP (B) 2021 would Vest, no earlier than 1 (one) year from the Date of Grant (or such shorter period as permitted under Applicable Law) and no later than 4 (four) years from the Date of Grant of such Options.

The Nomination and Remuneration Committee may specify certain vesting conditions pursuant to which the Options may vest with the relevant Eligible Employee. The specific vesting schedule and vesting conditions

would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.

The Options may lapse, forfeit, expire, or vest on an accelerated basis, as applicable, in the event of cessation of employment under circumstances such as resignation, termination, superannuation, death, permanent incapacity or any other such events, in accordance with the provisions of the PDS ESOP (B) 2021.

Note: Option Grantee means an Employee who has been granted an Employee Stock Option in pursuance of the PDS ESOP (B) 2021.

#### **5. Maximum period within which the Options shall be vested**

Options granted under PDS ESOP (B) 2021 would vest, no earlier than 1 (one) year from the date of grant (or such shorter period as permitted under Applicable Law) and no later than 4 (four) years from the date of grant of such Options.

The Nomination and Remuneration Committee may specify certain vesting conditions pursuant to which the Options may vest with the relevant Eligible Employee. The specific vesting schedule and vesting conditions would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.

#### **6. Exercise price, purchase price or pricing formula**

The Exercise price in respect of the Option shall be determined by the Nomination and Remuneration Committee and shall be notified to the Option grantee in the grant letter. The Exercise Price may be equal to or less than the market price of the Equity Shares of the Company one date prior to the date of Grant, as determined by the Nomination and Remuneration Committee from time to time but shall not be less than the face value of the underlying Equity Share.

#### **7. Exercise period and process of exercise**

The Exercise period in respect of the Options shall be determined by the Nomination and Remuneration Committee and shall not be more than [4 (four)] years from the date of vesting of the Options.

The Options may lapse, forfeit, expire, or vest on an accelerated basis, as applicable, in the event of cessation of employment under circumstances such as resignation, termination, superannuation, death, permanent incapacity or any other such events, in accordance with the provisions of the PDS ESOP (B) 2021.

##### *Process of Exercise*

After vesting, Options can be immediately exercised within the exercise period, either wholly or in part, through cash mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn or through electronic funds transfer in favour of the Trust, or in such other manner as the Compensation Committee may permit. On payment of the Exercise Price, the Trust shall transfer to the relevant Employee, the fully-paid Equity Shares (corresponding to the number of Options being Exercised), and take all other steps as may be necessary for the relevant Employee to become a registered holder of such Shares of the Company. All stamp duty, taxes, fees and charges payable in connection with such transfer shall be borne by the relevant Employee.

#### **8. Appraisal process for determining the eligibility of employees for the Scheme**

The eligibility criteria for granting the Options to the Eligible Employees shall be determined by the Nomination and Remuneration Committee in accordance with the conditions prescribed under applicable law and the PDS ESOP (B) 2021 which may include the following:

- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with the Board of Directors from time to time.

### 9. Maximum number of Options to be issued per employee and in aggregate

The Compensation Committee shall in accordance with PDS ESOP (B) 2021 and Applicable Laws determine the quantum of Employee Stock Options to be granted under the PDS ESOP (B) 2021 per employee, subject to the ceiling as specified under:

Under this PDS ESOP (B) 2021, the maximum number of Options that may be granted in aggregate shall not exceed 5,06,740\* and (ii) up to 5% (five percent) percentage of Shares shall be acquired from the secondary market by the Trust ( "Secondary Shares") (collectively, "Aggregate Plan B Shares"), as may be determined by the Compensation Committee.

*[\*It is proposed to increase the existing Pool under the Scheme to 8,05,740 (Eight Lakh Five Thousand Seven Hundred and Forty) Options].*

Further, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be less than 1% of the issued share capital of the Company at the time of grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued share capital of the Company to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

### 10. Maximum quantum of benefits to be provided per employee

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of Exercise of Options and the exercise price paid by the Employee.

### 11. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust

At present, the ESOP Scheme is implemented and administered through ESOP Trust namely PDS Multinational Fashions ESOP Trust.

### 12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The PDS ESOP (B) 2021 will entail both new issue of shares by the Company and secondary acquisition by the Trust.

### 13. The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

The Company may provide financial assistance to the Trust for subscribing to and acquiring from the secondary market the Equity Shares of the Company, for implementation of PDS ESOP (B) 2021. The terms of such loan shall *inter alia* include the following:

- (i) Amount: The maximum amount of loan to be sanctioned to the Trust and outstanding at any point of time shall not exceed ₹9,46,68,590\* [Upto 5% (Five percent) of the aggregate of the paid-up equity share capital and free reserves of the Company as per the latest Audited Financial Statements].

*(\*A resolution proposing to increase the maximum loan of ₹31,46,97,600/- (Rupees Thirty-One Crores Forty-Six Lakhs Ninety-Seven Thousand Six Hundred Only is included in this postal ballot notice.)*

- (ii) Tenure: The tenure of such loan shall be until the earlier of (a) the date on which the objects of the Trust are accomplished or, and (b) the date upon which the loan is repaid in full by the Trust.
- (iii) Utilization: The loan may be utilized by the Trust only for acquisition of the Equity Shares of the Company for the purposes of implementation and administration of the PDS ESOP (B) 2021.
- (iv) Other terms: on such terms & conditions as specified in the Loan Agreement entered/ to be entered into between the Company and ESOP Trust, for the purpose of implementing and administering the Scheme.

### 14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

Under this PDS ESOP (B) 2021, the maximum number of Options that may be granted in aggregate shall not exceed 5,06,740\* and (ii) up to 5% (five percent) percentage of Shares shall be acquired from the secondary market by the Trust.

*\*A resolution proposing to increase the existing Pool under the Scheme to 8,05,740 (Eight Lakh Five Thousand Seven Hundred and Forty) Options is included in this postal ballot notice.*

The total number of Secondary Shares that can be acquired in any financial year by the Trust shall not exceed 2% of the paid-up Equity Share capital of the Company as at the end of the previous financial year

Further, the total number of Secondary Shares held by the Trust shall at no time exceed 5% of the paid-up Equity Share capital of the Company as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained for such secondary acquisition.

**15. Disclosure of accounting policies**

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB Regulations. The Board shall at each annual general meeting place before the shareholders of the Company a certificate from the auditors of the Company that the PDS ESOP (B) 2021 has been implemented in accordance with the SEBI SBEB Regulations and in accordance with the resolution of the Company in the general meeting.

**16. The method which the company shall use to value the Options**

The Company shall use the fair value method for valuation of the options.

**17. Lock-in Period (if any)**

The shares acquired by the employees pursuant to the Exercise of Vested Options shall not be subject to any lock-in requirements.

**18. Terms & conditions for buyback, if any, of specified securities covered under these regulations**

None

**19. Interest of the promoters, directors, or key managerial personnel in the PDS ESOP (B) 2021 or the Trust and the effect thereof**

The Directors and Key Managerial Personnel are interested in the PDS ESOP (B) 2021 only to the extent of the Options that may be granted to them under the PDS ESOP (B) 2021. The promoters and independent directors are not entitled to any benefits under the PDS ESOP (B) 2021.

**20. Detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme**

The Employees will be entitled to exercise the options granted to them at the exercise price during the exercise period as provided in the Scheme.

**21. Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Scheme would be exercised**

The Trust would be considered as the registered shareholder of the Equity Shares of the Company acquired by the Trust pursuant to the Scheme till the date of transfer of the Equity Shares to the employees, upon exercise of the option by the relevant employee(s).

However, the trustees of the Trust will not have any right to vote on the Equity Shares held by the Trust.

Upon transfer of the Equity Shares to the employee(s) upon exercise of the Options, the relevant employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.

**22. Particulars of Trust and name, address, occupation and nationality of trustee and its relationship with the promoters, directors or key managerial personnel, if any**

**Details of Trust:** PDS Multinational Fashions ESOP Trust

**Name of the Trustees:** Vistra ITCL (India) Limited; Address: The IL&FS Financial Center, Plot No. C-22, G Block, 7th Floor Bandra Kurla Complex Bandra (East), Mumbai 400051

**Occupation:** Business; **Nationality:** Indian Entity

**Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any:** None

**23. Particulars of the trustee or employees in whose favor such shares are to be registered;**

The Scheme is administered through 'PDS Multinational Fashions ESOP Trust' (ESOP Trust). The ESOP Trust shall acquire equity shares of the Company from the secondary market. The equity shares acquired by the Trust through secondary market shall be transferred to the employees on exercise of stock options. Details of Trustee are provided under clause 22 above.

Pursuant to applicable provisions of the Act, Rules thereunder and SEBI (SBEB) Regulations, the matters proposed in Item Nos. 2 to 5 of this Notice, are put up for approval of the Members, by way of Special Resolutions.

The copy of the PDS ESOP (B) 2021 is being posted on website of the Company under Investors section.

Save and except the interest stated in clause (19) above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the Special Resolutions set out at item nos. 2 to 5 for approval of the Members.

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

**Sd/-**

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

**Address:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai 400093, Maharashtra, India.

Place: Mumbai

Date: February 10, 2026