

PDS/SE/2024-25/125

March 31, 2025

<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <b>Scrip Symbol: PDSL</b>	<b>Corporate Relationship Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 <b>Scrip Code: 538730</b>
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**Re: ISIN - INE111Q01021****Sub: Notice of Postal Ballot**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated March 27, 2025, together with Explanatory Statement thereto, being sent to the members of the Company through Electronic Mode, seeking their approval for the resolutions as set out in the Postal Ballot Notice by means of electronic voting (remote e-voting).

The date of events relevant to Postal Ballot are as below:

Sl. No.	Particulars	Dates
1	Cut-off Date	Friday, March 21, 2025 <i>[for determining the members entitled for remote e-voting and dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on the Cut-off Date.]</i>
2	Date of dispatch of Notice (by Electronic Means)	Monday, March 31, 2025
3	Date of Commencement of remote e-voting	Tuesday, April 1, 2025, at 9:00 A.M. (IST)
4	Date of Ending of remote e-voting	Wednesday, April 30, 2025, at 5:00 P.M. (IST)
5	Date on which resolution will be deemed to be passed	Wednesday, April 30, 2025
6	Results of Postal Ballot	On or before Friday, May 2, 2025

The Company has engaged the services of MUFG Intime India Private Limited ("Formerly known as Link Intime India Private Limited") ("MUFG Intime") for providing remote e-voting facility to its members. The Postal Ballot Notice is also available on the Company's website at [www.pdsltd.com](http://www.pdsltd.com) and on the website of Link Intime at <https://instavote.linkintime.co.in>.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,  
for **PDS Limited****Abhishekh Kanoi**  
**Head of Legal & Company Secretary**  
**ICSI Membership No.: F-9530**

Encl.: a/a



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](mailto:investors@pdsLtd.com) • Website: [www.pdsLtd.com](http://www.pdsLtd.com) • Tel: +91 22 41441100

# POSTAL BALLOT NOTICE

## E-VOTING DATES

Commencement of E-Voting	Tuesday, April 1, 2025 at 9:00 A.M. (IST)
End of E-Voting	Wednesday, April 30, 2025 at 5:00 P.M. (IST)
Announcement of Voting Results	On or before Friday, May 2, 2025

## RESOLUTIONS FOR APPROVAL

Sl. No.	Resolution	Type of Resolution
1	Approval for the continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (Seventy-Five) Years.	Special
2	Approval for the grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive Non-Independent Director under the PDS Limited – Employee 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 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 No. 09/2024 dated September 19, 2024 read with other relevant circulars issued in this regard (“**MCA Circulars**”), to transact the below mentioned proposed special businesses by the members of the PDS Limited (“**the Company**”) by passing resolution 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>	Tuesday, April 1, 2025 at 9:00 A.M. (IST)
<b>End of E-Voting</b>	Wednesday, April 30, 2025 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/ MUFG 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 shareholders 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 shareholders 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, March 21, 2025. (“**Cut-off Date**”).

The Board of Directors of the Company now propose to obtain the consent of the shareholders 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 resolutions 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 Statements and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

### **SPECIAL BUSINESS:**

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

**Approval for the continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (Seventy-Five) Years.**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021), as the ‘Non-Executive Non-Independent Director’ of the Company, beyond the age of 75 (seventy-five) years, with the directorship being liable to retire by rotation.

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

#### **ITEM NO. 2**

**Approval for grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive Non-Independent Director under the 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 the applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), (including any statutory modification(s) or re-enactment thereof, for the time being in force), and PDS Limited – Employee Stock Option Plan 2021

– Plan B (“**Plan**”), the approval of the members of the Company be and is hereby accorded for the grant of 1,25,000 Employee Stock Options (“**ESOPs**”) to Mr. Parth Gandhi, Non-Executive Non-Independent Director, under the Plan, on such terms and conditions as detailed in the explanatory statement and as approved and recommended by the Nomination & Remuneration (Compensation) Committee and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** notwithstanding the perquisite value arising from the exercise of 1,25,000 Employee Stock Options (“**ESOPs**”) granted to Mr. Parth Gandhi (“**Remuneration**”) (i) exceeds 50% of the total Remuneration paid/payable to all Non-Executive Directors of the Company in any year and/or (ii) exceeds 11% of the net profits of the Company computed in the manner laid down in Section 197, 198 read with Schedule V and any other applicable provisions of the Act, Mr. Parth Gandhi, shall be eligible to receive the Remuneration as minimum remuneration in compliance with provisions of the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter called the “**Board**”, which term shall be deemed to include Nomination & Remuneration Committee hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized to make such alterations, modifications, and amendments to the terms and conditions of the ESOPs, as they may deem fit, within the ambit of the Plan and in compliance with the provisions of the Act, SEBI Listing Regulations, and other applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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

**Sd/-**

**Abhishekh Kanoi**

**Head of Legal & 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: March 27, 2025

**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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out material facts for the proposed resolution(s) is 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, March 21, 2025 (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 (“**DP**”) 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 ISR1 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. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07<sup>th</sup> May 2024, all holders of physical securities are mandatorily required to submit PAN, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.
8. 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>.
9. 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).
10. 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, March 21, 2025, 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 resolutions specified in this Notice in accordance with the process specified hereinafter, in this Notice.
11. 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, March 21, 2025.
12. The Board of Directors of the Company in its meeting held on Thursday, March 27, 2025, 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. SGGGS and Associates, Company Secretaries as Scrutinizer.
13. 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 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 Friday, May 2, 2025. The Scrutinizer’s decision on the validity of votes cast through Postal Ballot will be final.
14. 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>.

15. 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).
16. 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.
17. 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, March 21, 2025
<b>Commencement of e-voting period</b>	Tuesday, April 1, 2025 at 9:00 A.M. (IST)
<b>End of e-voting period</b>	Wednesday, April 30, 2025 at 5:00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Wednesday, April 30, 2025. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

18. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the resolutions 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 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 [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
19. Resolutions, 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. Wednesday, April 30, 2025 in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.
20. 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.

**21. 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 matters listed in this Notice by electronic means (Remote e-voting). The Remote E-voting facility is being provided by 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 Tuesday, April 1, 2025 and ends at 5.00 P.M. (IST) on Wednesday, April 30, 2025. 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, March 21, 2025, 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.

22. 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:**

- (i) In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 on e-voting facility provided by listed companies, 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 in their demat accounts in order to access e-voting facility.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants would be able to cast their vote without having to register again with the e-voting service providers (ESP's), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**LOGIN METHOD –**

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

<b>NSDL:</b>	
<b>Individual Shareholders registered with NSDL IDeAS facility</b>	<ol 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 “Login”.</li> <li>b) Enter User ID and Password. Click on “Login”</li> <li>c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>d) 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> </ol>

<p><b>Individual Shareholders who have not registered for NSDL IDeAS facility</b></p>	<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) Proceed with updating the required fields.</li> <li>c) Post successful registration, user will be provided with Login ID and password.</li> <li>d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</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>Individual Shareholders directly visiting the e-voting website of NSDL</b></p>	<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> <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>Individual 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>.</li> <li>b) Click on New System Myeasi Tab</li> <li>c) Login with existing my easi username and password</li> <li>d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.</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>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.</li> <li>c) Post registration, user will be provided username and password.</li> <li>d) After successful login, user able to see e-voting menu.</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>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 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) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul>

**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. After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**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, March 21, 2025, for e-voting may register for InstaVote by visiting URL <https://instavote.linkintime.co.in> and -

<p><b>Shareholders who have not registered for INSTAVOTE facility</b></p>	<p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p><b>A. User ID:</b></p> <ul style="list-style-type: none"> <li>• NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.</li> <li>• CDSL demat account – User ID is 16 Digit Beneficiary ID.</li> <li>• Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company.</li> </ul> <p><b>B. PAN:</b></p> <ul style="list-style-type: none"> <li>• Enter your 10-digit Permanent Account Number (PAN)</li> <li>• (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> </ul> <p><b>C. DOB/DOI:</b></p> <ul style="list-style-type: none"> <li>• Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> </ul> <p><b>D. Bank Account Number:</b></p> <ul style="list-style-type: none"> <li>• Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.</li> </ul> <p><b>Notes:</b></p> <p><i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <p><i>**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <ul style="list-style-type: none"> <li>• Set the password of your choice (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character (!#\$%&amp;*)</u>, at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>).</li> <li>• Enter Image Verification (CAPTCHA) Code</li> <li>• Click “Submit” (You have now registered on InstaVote).</li> </ul>
<p><b>Shareholders who have registered for INSTAVOTE facility:</b></p>	<p>a) <b>Click on “Login” under ‘SHARE HOLDER’ tab.</b></p> <ol style="list-style-type: none"> <li>A. User ID: Enter your User ID</li> <li>B. Password: Enter your Password</li> <li>C. Enter Image Verification (CAPTCHA) Code</li> <li>D. Click “Submit”</li> </ol> <p>b) <b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>A. After successful login, you will be able to see the “Notification for e-voting”.</li> <li>B. Select ‘View’ icon.</li> <li>C. E-voting page will appear.</li> <li>D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

**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 “<b>Investor Mapping</b>” tab under the Menu Section</li> <li>c) Map the Investor with the following details: <ul style="list-style-type: none"> <li>A. ‘Investor ID’ – <ul style="list-style-type: none"> <li>i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID <i>i.e., IN00000012345678</i></li> <li>ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.</li> </ul> </li> <li>B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.</li> <li>C. ‘Investor PAN’ - Enter your 10-digit PAN.</li> <li>D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.  <i>*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.</i></li> <li>E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.</li> </ul> </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> <p><b>METHOD 1 - VOTES ENTRY</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 “Votes Entry” tab under the Menu section.</li> <li>c) Enter the “Event No.” for which you want to cast vote.</li> <li>d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.</li> <li>e) Enter “16-digit Demat Account No.” for which you want to cast vote.</li> <li>f) 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).</li> <li>g) After selecting the desired option <i>i.e.</i> Favour / Against, click on ‘Submit’.</li> <li>h) 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.</li> </ul> <p><b>OR</b></p> <p><b>METHOD 2 - VOTES UPLOAD</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) After successful login, you will be able to see the “Notification for e-voting”.</li> <li>c) Select “<b>View</b>” icon for “<b>Company’s Name / Event number - 250122</b>”.</li> </ul>

	<p>d) E-voting page will appear.</p> <p>e) Download sample vote file from “<b>Download Sample Vote File</b>” tab.</p> <p>f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “<b>Upload Vote File</b>” option.</p> <p>g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.</p> <p>i) (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>
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**HELPEDESK:**

<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" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Login type</th> <th style="width: 50%;">Helpdesk details</th> </tr> </thead> <tbody> <tr> <td>Individual Shareholders holding securities in demat mode with NSDL</td> <td>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>Individual Shareholders holding securities in demat mode with CDSL</td> <td>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> <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>
<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 “<b>SUBMIT</b>”.</li> </ul> <p><i>In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <p><b><u>User ID:</u></b></p> <p>NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.</p> <p>CDSL demat account – User ID is 16 Digit Beneficiary ID.</p>

	<p><i>Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company.</i></p> <p><u>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></u></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><i>In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</i></p>
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- 5) Mr. Rajive Ranjan, AVP – MUFG Intime India Private Limited, Email ID [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) and contact number - 022 – 4918 6000 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**  
**Head of Legal & 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: March 27, 2025

**STATEMENT AS REQUIRED UNDER SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1: APPROVAL FOR THE CONTINUATION OF DIRECTORSHIP OF DR. DEEPAK KUMAR SETH (DIN: 00003021) AS THE NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY, WHO WILL ATTAIN THE AGE OF 75 (SEVENTY-FIVE) YEARS.**

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall not continue the directorship of a Non- Executive Director who has attained the age of 75 (seventy-five) years, unless a special resolution is passed to that effect prior to attaining the age of 75 (seventy-five) years, with the justification for such continuation being provided in the explanatory statement accompanying the resolution for approval of the shareholders.

Dr. Deepak Kumar Seth (DIN: 00003021), Non-Executive Non-Independent Director of the Company, liable to retire by rotation, will attain the age of 75 (seventy-five) years on May 22, 2025.

Dr. Deepak Kumar Seth is the Founder and Group Chairman of four renowned apparel, manufacturing, sourcing and training groups named as PDS Limited, Pearl Global Industries Limited, Lerros Moden GmbH and Pearl Academy of Fashions, operating in over 20 years. Dr. Deepak Kumar Seth is an active member of the Apparel Export Promotion Council of India (“AEPC”) and has held the post of “Vice Chairman” of the Eastern Region of AEPC for more than 2 years. He is also an executive member of the Apparel Exporters & Manufacturers Association (“AEMA”) and was awarded the “Udyog Ratna” Award by the Government of Haryana in the year 2006, for his entrepreneurial skills. His knowledge of the business environment and vast experience in general management has been an asset to the Company. He has been awarded an Honorary Doctor of Philosophy Degree (Ph.D.) by UPES in honor of his exceptional journey as a self-made entrepreneur and is widely regarded as one of the pioneers of apparel sourcing and manufacturing in India.

As a Promoter and Non-Executive Chairman of the Board, Dr. Deepak Kumar Seth, since his association from 2011 with the Company, has played a pivotal role in shaping the strategic direction and growth initiatives of the Group. Over the years, his leadership has been instrumental in overseeing business policies, preserving the company culture and ensuring the highest standards of governance. As the Company pursues its aggressive growth strategy with a focus on sustainable business practices, the management firmly believes that Dr. Seth’s leadership and mentorship will continue to add significant value, owing to his deep understanding of the Company and its future trajectory.

Based on the recommendation of the Nomination and Remuneration Committee and after carefully considering Dr. Deepak Kumar Seth’s seniority, expertise, vast experience he brings, which has significantly contributed to the Company’s growth and success, the Board of Directors has approved the continuation of Dr. Deepak Kumar Seth’s directorship as a Non-Executive Non-Independent Director of the Company beyond the age of 75 (seventy-five) years, subject to approval of the shareholders. Dr. Deepak Kumar Seth will continue in his role as Chairman of the Company.

The Board recommends the Special Resolution set out in Item No. 1 of this Notice for approval of the Members.

Other than Dr. Deepak Kumar Seth, himself and his son Mr. Pallak Seth, who is an Executive Director of the Company, and their respective relatives to the extent of their shareholding interest in the Company, no other Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of this Notice.

**Details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings, are given below:**

Particulars	Details
Full Name	Dr. Deepak Kumar Seth
DIN	00003021
Date of Birth/ Age	May 22, 1951; 74 years
Date of First Appointment on the Board	April 6, 2011
Qualification	Master of Business Administration (MBA); B.A. (Economics) and Honorary Doctor of Philosophy Degree (Ph.D.) by UPES.
Experience and nature of expertise in specific functional area including recognitions	For detailed profile please refer item no. 1 of explanatory statement and website of the Company at <a href="https://pdsLtd.com/investors/board-of-directors-and-committees/">https://pdsLtd.com/investors/board-of-directors-and-committees/</a>
Remuneration last drawn, if any	Nil
Remuneration Proposed	Nil
Shareholding in the Company (Including Shareholding as a beneficial owner)	1,57,78,670 Equity Shares
No. of Board Meetings attended during the financial year 2024-25	10 of 10
Terms and Conditions of appointment	Continuation as Non-Executive Non-Independent Director of the Company beyond the age of 75 (seventy-five) years, and liable to retire by rotation.

Directorship held in other Companies	<ul style="list-style-type: none"> <li>GoGreen Apparel Limited</li> <li>Digital Ecom Techno Private Limited</li> <li>Pearl Global Industries Limited</li> <li>PS Arts Private Limited</li> <li>Pearl Global Kaushal Vikas Limited</li> <li>Sead Apparels Private Limited</li> </ul>
Name of the listed entities from which he had resigned in the past three years	Nil
Member/ Chairperson of Committees of the Company	Audit Committee - Member Stakeholders' Relationship Committee – Member Nomination and Remuneration Committee – Member Risk Management Committee – Member
Membership/ Chairperson of committees held in other Indian companies	Member of Nomination & Remuneration Committee in Pearl Global Industries Limited.
Relationship with Promoters / Other Directors / Manager / KMPs	Husband of Mrs. Payel Seth, Promoter of the Company, and Father of Mr. Pallak Seth, Executive Vice-Chairman and Promoter of the Company.

**ITEM NO. 2: APPROVAL FOR THE GRANT OF 1,25,000 EMPLOYEE STOCK OPTIONS TO MR. PARTH GANDHI, NON-EXECUTIVE NON-INDEPENDENT DIRECTOR UNDER THE PDS LIMITED – EMPLOYEE STOCK OPTION PLAN 2021 – PLAN B.**

Mr. Parth Gandhi has been serving as a Non-Executive Non-Independent Director since May 27, 2021. He is a seasoned investment professional with over two decades of experience in India. Previously, Mr. Gandhi was a Senior Partner and Managing Director at AION, a joint venture between Apollo Global Management and ICICI, where he played a key role in managing one of the largest India-focused private equity funds, with a total corpus of USD 825 million, and co-investment capital of approximately USD 1.25 billion committed to Indian investments. Prior to his role at AION, he was the President of Private Equity at ICICI Venture Funds Management Company Limited, where he was instrumental in establishing the strategic partnership with Apollo and shaping the AION Investment Strategy.

Mr. Gandhi is actively engaged in various industry and academic initiatives. He serves on the International Advisory Board for Michigan State University, is a charter member of TiE Global (The Indus Entrepreneurs), and is an active member of The Explorers Club and ASSOCHAM (The Associated Chambers of Commerce and Industry of India). Earlier in his career, Mr. Gandhi was the Managing Director at Navigator Capital Advisors Limited and a Consultant with Ernst & Young.

Given his extensive experience, valuable insights, performance evaluation, and significant contributions to shaping the strategic direction of the Company, as well as his active participation in Board and Committee Meetings, the Nomination and Remuneration Committee, in its meeting held on January 28, 2025, and the Board of Directors, in its meeting held on March 27, 2025, have recommended remuneration by way of grant of 125,000 Employee Stock Options (“ESOPs”) to Mr. Gandhi under PDS Limited – Employee Stock Option Plan 2021 – Plan B, subject to the approval of the shareholders.

The approval of shareholders is now being sought for the following through special resolution, in accordance with the provisions of the Act and SEBI Listing Regulations:

- Pursuant to Section 197 and 198 of the Act and Regulation 17(6)(a)**, to approve the remuneration in the form of 125,000 ESOPs to Mr. Parth Gandhi in his capacity as a Non-Executive Non-Independent Director;
- Pursuant to Section 197 and 198, read with Schedule V and other applicable provisions of the Act**, the perquisite value arising from the exercise of 125,000 ESOPs may exceed 11% of the net profits of the Company. In such a case, Mr. Parth Gandhi shall be eligible to receive the remuneration as minimum remuneration in compliance with the provisions of the Act;
- Pursuant to Regulation 17(6)(ca)**, given that the perquisite value from the exercise of 125,000 ESOPs may exceed 50% of the total annual remuneration paid or payable to all Non-Executive Directors in any given year.

The key general terms and conditions of the said grant are as follows:

Particulars	Details
Number of Stock Options Granted	1,25,000 under PDS Limited – Employee Stock Option Plan 2021 – Plan B.
Total number of Shares covered by these options	1,25,000 (One Lakh Twenty-Five Thousand) equity shares of INR 2/- (Indian Rupees Two only) each.
Exercise Price	INR 396/- per Stock Option
Vesting Period	Within 4 (Four) Years from the date of Grant [in tranches]
Exercise period	4 (Four) years from the date of Vesting of the Stock Options

The market value of the shares on the grant date was INR 494.30 per share. Mr. Parth Gandhi's proposed remuneration through the ESOPs will be the perquisite value arising from the exercise of 1,25,000 stock options. The exercise of these stock options is contingent on meeting the time-based vesting criteria over a period of four years. Mr. Parth Gandhi shall not be entitled to remuneration by way of sitting fees for attending the meetings of the Board and the Board Committees.

Mr. Parth Gandhi's overall compensation is structured to be in line with the compensation of other Non-Executive Director but lower than that of the Promoter Non-Executive Director and Executive Director. The terms and conditions will be in accordance with the PDS Limited – Employee Stock Option Plan 2021 – Plan B. The details of the Plan can be accessed at under ESOP section at [https://pdsitd.com/investors/corporate\\_governance/](https://pdsitd.com/investors/corporate_governance/).

Details as required under Section II, Part II of the Schedule V of the Companies Act, 2013, have been provided in **Annexure 1** to the explanatory statement.

The Board of Directors recommends the grant of 125,000 ESOPs to Mr. Parth Gandhi under PDS Limited – Employee Stock Option Plan 2021 – Plan B, as set out in resolution in item no. 2, for the approval of the members as a special resolution.

Other than Mr. Parth Gandhi and his relatives, no other Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of this Notice.

**Details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings, are given below:**

Particulars	Details
Full Name	Mr. Parth Dasharath Gandhi
DIN	01658253
Date of Birth/ Age	April 10, 1971; 54 years
Date of First Appointment on the Board	May 27, 2021
Qualification	MBA from Michigan State University and a BE from University of Mumbai
Experience and nature of expertise in specific functional area including recognitions	For detailed profile please refer item no. 2 of explanatory statement and website of the Company at <a href="https://pdsitd.com/investors/board-of-directors-and-committees/">https://pdsitd.com/investors/board-of-directors-and-committees/</a>
Remuneration last drawn, if any	INR 3,91,46,185 represents the perquisite value of 1,25,000 stock options granted in FY 2021-22, which were vested and exercised between FY 2022-23 and FY 2024-25, following the necessary approvals.
Remuneration Proposed	Grant of 125,000 ESOPs under PDS Limited – Employee Stock Option Plan 2021 – Plan B
Shareholding in the Company (Including Shareholding as a beneficial owner)	1,25,000 Equity Shares
No. of Board Meetings attended during the financial year 2024-25	8 of 10
Terms and Conditions of appointment	Not applicable
Directorship held in other Companies	Uniloy Plastics Machinery Private Limited
Name of the listed entities from which he had resigned in the past three years	Nil
Member/ Chairperson of Committees of the Company	Stakeholders' Relationship Committee – Chairperson Corporate Social Responsibility Committee – Member Risk Management Committee – Member
Membership/ Chairperson of committees held in other Indian companies	Nil
Relationship with Promoters / Other Directors / Manager / KMPs	None

**Annexure - 1**

**The statement containing additional information as required in Schedule V of the Companies Act, 2013:**

**I. General Information**

1	Nature of industry	The Company is engaged in the business of manufacturers, processors, traders, importers, exporters, marketers, showroom owners, general commission agents, dealers, distributors, brokers, wholesalers, retailers, exchangers, franchise traders, stockists, jobbers, processors, fabricators etc. in all kinds of garments.				
2	Date or expected date of commencement of commercial production.	The Company has been in operation since 2011.				
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.				
4	Financial performance based on given	Particulars	As on March 31, 2024		As on December 31, 2024	
			Standalone	Consolidated	Standalone	Consolidated
		Revenue from Operations	62,541.97	10,37,264.96	33,384.96	9,05,221.92
		(Loss)/Profit	7,907.96	20,268.08	5,733.25	16,681.51
5	Foreign Investments or collaborations, if any	The Company has no foreign collaborators and hence there is no Equity participation by foreign collaborators in the Company.				

**II. Information about the Director**

<b>Sr. No.</b>	<b>Names of Director</b>	<b>Mr. Parth Gandhi</b>
1	Background details	As mentioned in the explanatory statement.
2	Past remuneration (Rupees in lacs)	As mentioned in the explanatory statement.
3	Recognition or awards	As mentioned in the explanatory statement.
4	Job profile and his/her suitability	As mentioned in the explanatory statement.
5	Remuneration proposed	Grant of 125,000 ESOPs under PDS Limited – Employee Stock Option Plan 2021 – Plan B
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Given Mr. Parth Gandhi's extensive experience, valuable insights, performance evaluation, and significant contributions to shaping the strategic direction of the Company, along with his active participation in Board and Committee Meetings, and considering the size of the Company, it is believed that the remuneration proposed to be paid in the form of ESOPs is aligned with the compensation packages offered to similar counterparts in other companies.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid, Mr. Parth Gandhi do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

**III. Other Information**

1	Reasons of loss or inadequate profits	The Standalone and Consolidated Financial Performance of the Company as of March 31, 2024 and December 31, 2024 is outlined below:				
		Particulars	As on March 31, 2024		As on December 31, 2024	
			Standalone	Consolidated	Standalone	Consolidated
		Revenue from Operations	62,541.97	10,37,264.96	33,384.96	9,05,221.92
		(Loss)/Profit	7,907.96	20,268.08	5,733.25	16,681.51
		The Company operates in over 22+ countries through its group entities. Given its global structure, the Company's major revenue and profits are generated from its group entities. This structure allows the Company to maintain robust consolidated profits.				

2	Steps taken or proposed to be taken for improvement	The Company has implemented strategic and operational initiatives aimed at driving sustained improvements.
3	Expected increase in productivity and profits in measurable terms	The global structure enables the Company to achieve strong consolidated profits, which are well-positioned to support its ongoing growth and financial health.

Place: Mumbai  
Date: March 27, 2025

**By Order of the Board of Directors**  
For **PDS Limited**  
**Sd/-**  
**Abhishekh Kanoi**  
**Head of Legal & Company Secretary**  
**ICSI Membership No.: F-9530**  
**Address:** Unit No. 971, Solitaire Corporate Park,  
Andheri Ghatkopar Link Road, Andheri East,  
Mumbai 400093, Maharashtra, India.