

PDS/SE/2026-27/32

July 7, 2026

<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: Submission of Annual Report and Notice convening 15<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report including the Business Responsibility and Sustainability Report and the Notice convening the 15<sup>th</sup> Annual General Meeting (“AGM”) of the Company for the Financial Year 2025-26.

In compliance with relevant Circulars issued by Ministry of Corporate Affairs (“MCA”) and the Securities Board of India (“SEBI”), the Annual Report including the Business Responsibility and Sustainability Report and the Notice convening the 15<sup>th</sup> AGM of the Company for the Financial Year 2025-26 has been sent to all the Shareholders of the Company, whose email addresses are registered with the Company/RTA /Depository Participant(s).

The AGM of the Company will be held on Friday, July 31, 2026 at 2:30 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means in accordance with the applicable MCA and SEBI Circulars. The Annual Report together with the Notice of the AGM is being dispatched to the Shareholders today, i.e., July 7, 2026.

The Notice of AGM along with the Annual Report containing the Notice of AGM for the Financial Year 2025-26 is also available on the website of the Company at <https://pdsitd.com/investors/financial-reports/>.

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

Thanking you,

Yours faithfully,  
for **PDS Limited**

**Abhishekh Kanoi**  
**Group General Counsel & Company Secretary**  
**ICSI Membership No.: F-9530**

*Encl.: As Above*

**PDS Limited**

Registered Office Address : PDS Tower, 5th Floor, Plot No. 222, Udyog Vihar Phase -1, Industrial Complex Dundaheera, Gurgaon - 122016, Haryana, India.

Corporate Office Address: Unit No. 1031 & 1032, Solitaire Corporate Park Andheri- Ghatkopar Link Road, Andheri East, Mumbai 400093, Maharashtra, India.

CIN : L18101HR2011PLC147408  [www.pdsitd.com](http://www.pdsitd.com)  [info@pdsitd.com](mailto:info@pdsitd.com)  +91 2241441100



Global | Collaborative | Digital | Ethical

**PDS Limited**

CIN: L18101MH2011PLC388088

**Regd. Office:** Unit No. 1031 & 1032, 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

## Notice

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting (“AGM” / “15<sup>th</sup> AGM”) of **PDS Limited** (“hereinafter referred to as the “**Company**”) will be held on **Friday, the 31<sup>st</sup> day of July, 2026 at 2:30 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) Facility in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs (“MCA”), to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
2. To declare the final dividend of ₹1.65 /- (Rupee One and Sixty-Five Paise Only) per Equity Share for the financial year ended March 31, 2026.
3. To appoint a director in place of Ms. Yael Gairola (DIN: 08434509), who retires by rotation, and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

4. **To re-appoint Mr. Robert Sinclair (DIN: 09390821) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions, if any, and Schedule IV of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and on the

recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Robert Sinclair (DIN: 09390821), whose period of office as an Independent Director is liable to expire on November 8, 2026, and who is eligible for re-appointment and meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a director pursuant to Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 2 (Two) consecutive years with effect from November 9, 2026 to November 8, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

5. **To re-appoint Mr. Nishant Parikh (DIN: 07349640) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions, if any, and Schedule IV of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nishant Parikh (DIN: 07349640), whose period of office as an Independent Director is liable to expire on December 7, 2026, and who is eligible for re-appointment and meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing

his candidature for the office of a director pursuant to Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 2 (Two) consecutive years with effect from December 8, 2026 to December 7, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Place:** Mumbai, India

**Date:** May 15, 2026

**Regd. Office:**

Unit No. 1031 & 1032, 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)

**Abhishekh Kanoi**

Group Legal Head & Company Secretary

ICSI Membership No.: F-9530

**NOTES:**

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, and other circulars issued from time to time in this regard, the latest one being dated September 22, 2025 respectively (collectively referred to as "MCA Circulars"), permitted the companies to conduct Annual General Meeting ("AGM") through Video Conferencing Facility/ Other Audio Visual Means ("VC/OAVM") without physical presence of Members at a common venue.

In accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA Circulars, SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with circulars issued by the SEBI from time to time, the 15<sup>th</sup> AGM of the Company is being held through VC/OAVM on Friday, July 31, 2026 at 2:30 P.M. (IST). The deemed venue for the AGM shall be the Registered Office of the Company.

2. **Change in Registered Office:**

The Company had obtained approval of its Members through a postal ballot dated March 14, 2026, for shifting its registered office from the State of Maharashtra to the State of Haryana. This relocation is a strategic initiative aimed at transitioning from the Company's leased premises in Mumbai to its Company-owned office in Gurgaon, Haryana, thereby ensuring long-term operational stability, improved cost efficiency, and enhanced administrative control. The shift is also expected to facilitate better coordination through centralized operations at a strategically advantageous location. However, as on March 31, 2026, the requisite approval from the Regional Director remains pending.

In the interim, the Board of Directors has approved, with effect from May 15, 2026, a temporary relocation of the registered office within the same premises and jurisdiction in Mumbai, Maharashtra. Accordingly, the registered office has been shifted from Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai – 400093 to Unit No. 1031-1032, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai – 400093.

This temporary shift has been necessitated due to the expiry of the lease term of the existing premises and does not impact the Company's statutory registrations, operational continuity, or stakeholder communication. The Company continues to operate seamlessly from the new premises, and all correspondence may be addressed to the updated registered office until the approval for the inter-state shift is received.

3. The Company has availed the services of MUFG Intime India Private Limited (Formerly known as Link Intime

India Private Limited), Registrar to an Issue and Share Transfer of the Company, ("RTA/ MUFG Intime"), for conducting the AGM through VC/OAVM and enabling participation of Members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.

4. The Explanatory Statement pursuant to Section 102 of the Act, in respect of Item No. 4 and 5 of the accompanying Notice is annexed hereto as **Annexure I**. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of Directors seeking re-appointments at this AGM is annexed as **Annexure II**.
5. As the AGM shall be conducted through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxy by a Member under section 105 of the Act is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. The Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution/ Authority Letter along with the attested specimen signature of the duly authorised signatory(ies) who are authorised to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer by email at [gaurav.sainani@legalixir.com](mailto:gaurav.sainani@legalixir.com) and [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
7. The Members may join the 15<sup>th</sup> AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 2:00 P.M. (IST) i.e. 30 (Thirty) minutes before the time scheduled to start the 15<sup>th</sup> AGM and the Company may close the window for joining the VC/ OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 15<sup>th</sup> AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The promoters, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, the institutional investors and the large Shareholders (i.e. shareholders holding 2% or more) etc., can attend the 15<sup>th</sup> AGM without any restriction on account of 'first come first served' basis.
8. The attendance of the Members participating in the 15<sup>th</sup> AGM through VC/ OAVM Facility shall be counted

for the purpose of reckoning the quorum under Section 103 of the Act.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, July 24, 2026.

9. Electronic copy of the Annual Report and Notice of the 15<sup>th</sup> AGM of the Company, *inter-alia*, indicating the process and manner of electronic voting (“e-voting”) is being sent to all the members whose email addresses are registered with the Company/ RTA/ Depository Participants(s) [“DPs”] for communication purposes unless any member has requested for a hard copy of the same. Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being sent those shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink of Company’s website from where the Annual Report for FY 2025-26 can be accessed.

Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with RTA, and in respect of physical holding, by submitting to RTA the forms given below duly filled and signed along with the supporting documents by the Member.

Sr. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /update thereof	ISR-1
2	Confirmation of Signature of member by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

The said forms are available on the website of the company at <https://pdsLtd.com/investors/investor-information/> and website of the RTA at <https://web.in.mpms.mufig.com/KYC-downloads.html>. Any service request shall be entertained by the RTA only upon registration of the PAN and KYC details.

Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/ MUFG Intime to enable servicing of notices/ documents /Annual Reports and other communications electronically to their e-mail address in the future.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 along with the Notice of the 15<sup>th</sup> AGM of the Company, may send a request to the Company’s email address at [investors@pdsLtd.com](mailto:investors@pdsLtd.com) mentioning Folio No./ DP ID and Client ID.

10. In terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 15<sup>th</sup> AGM of the Company will also be available on the website of the Company at [www.pdsLtd.com](http://www.pdsLtd.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of our RTA, MUFG Intime at <https://instavote.linkintime.co.in>.
11. SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, *inter alia*, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering all the required details.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The necessary forms in this regard have been made available on the website of the Company at <https://pdsLtd.com/investors/investor-information/> and RTA at <https://web.in.mpms.mufig.com/KYC-downloads.html>. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
- For shares held in electronic form: to their Depository Participants (“DPs”)
  - For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms as stated above.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialized form only while

processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company’s RTA, MUFG Intime at <https://web.in.mpms.mufg.com/KYC-downloads.html> and on the website of the company at <https://pdsltd.com/investors/investor-information/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by

them in physical form.

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

SEBI had discontinued transfer of physical shares from April 1, 2019. However, a special window was opened by SEBI from July 7, 2025 to January 6, 2026, for re-lodgment of physical share transfer requests originally submitted before April 1, 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 February 5, 2026 to February 4, 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 April 1, 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 lock-in of one year.

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

16. Members are requested to send all communications relating to shares and unclaimed dividends, KYC, change of address, bank details, email address, etc. to the RTA at the following address:

**MUFG Intime India Private Limited** (formerly known as Link Intime India Private Limited)  
 Address: Noble Heights, 1<sup>st</sup> Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058  
 Tel.: (011) 41410592, 93, 94  
 E-mail: [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com)

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective DPs.

17. SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/72 dated June 8, 2023, have directed all RTAs to have a functional website to provide a mechanism for the investor to lodge service requests and complaints online and thereafter track the status and obtain periodical updates. Accordingly, Company’s RTA, MUFG Intime has developed and maintained ‘SWAYAM’ Investor Self-Service Portal, designed exclusively for the Investors.

‘SWAYAM’ is a secure, user-friendly web-based application, developed by “MUFG Intime”, that empowers our Members to effortlessly access various

services. We request you to get registered and have first-hand experience of the portal at <https://swayam.in.mpms.mufg.com/>.

18. 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>.
19. The Statutory Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred in the Notice calling the 15<sup>th</sup> AGM will be available electronically for inspection by the Members up to the date of AGM. Members seeking to inspect such documents can send an email at [investors@pdsLtd.com](mailto:investors@pdsLtd.com).
20. Pursuant to demerger, the unclaimed shares lying in the suspense account of the Company, are also required to be transferred to an Investor Education and Protection Fund ("IEPF"). Members who have not claimed their shares are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with prescribed procedure.
21. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2026 may send their queries at [investors@pdsLtd.com](mailto:investors@pdsLtd.com) at least 7 (Seven) days before the date of 15<sup>th</sup> AGM. The same will be replied by/ on behalf of the Company suitably.
22. In case of joint holders attending the 15<sup>th</sup> AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on cut off date will be entitled to vote.
23. The term 'Members' has been used to denote the Shareholders of PDS Limited.
24. **DIVIDEND**  
The Board of Directors at its meeting held on May 15, 2026, has recommended a final dividend of ₹1.65/- per equity share [82.5%]. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM, is Friday, July 24, 2026.

If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be made on or before Saturday, August 29, 2026, as under.

Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, July 25, 2026, to Friday, July 31, 2026 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the 15<sup>th</sup> AGM.

#### **Payment of Dividend through electronic means**

Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details

As per the Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / RTA. In this regard the Company had sent letter, emails and SMS to its members for furnishing the required details. Please refer to SEBI FAQs by accessing the link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2026/1767611333081.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf) (FAQ No. 47 & 48). For intimation/updation of the aforesaid details, members are requested to follow the process set out above in this Notice.

Members are requested to send the documents to our RTA to reach them on or before the record date i.e., Friday, July 24, 2026.

#### **Tax Deductible at Source (TDS) / Withholding tax**

Pursuant to the requirement of the Income-Tax Act, 2025, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members.

The TDS / withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company / MUFG Intime / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / MUFG Intime on or before 5 pm (IST) Friday, July 24, 2026, to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable.

**For Resident Shareholders,****A.1 Tax Deductible at Source for Resident members**

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Valid PAN updated in the Company's Register of Members	10%	No document required. In case of individual Member, if dividend does not exceed ₹10,000, no TDS / withholding tax will be deducted. Also, please refer note below.
2	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 397(2) of the Income Tax Act, 2025, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company / MUFG Intime / Depository Participant. In case of individual member, if PAN is not registered with the Company / MUFG Intime / Depository Participant & cumulative dividend payment to an individual member is more than ₹ 10,000, TDS / Withholding tax will be deducted at 20% under Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update, on or before Friday, July 24, 2026, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / MUFG Intime (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note below
3	Availability of lower/nil tax deduction certificate issued by Income-Tax Department u/s 395(1) of the Income-Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before July 24, 2026.
4	Benefits under Income Tax Rule No. 203	Rates based on applicability of the Income-Tax Act, 2025 to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule No. 203(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

*Note: No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹10,000. However, where the PAN is not updated in Company / MUFG Intime / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than ₹10,000, the Company will deduct TDS / Withholding tax u/s 393(1) with reference to Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / MUFG Intime (if shares are held in physical mode) against all their folio holdings on or before July 24, 2026.*

**A.2 No Tax Deductible at Source on dividend payment to resident members if the members submit following documents as mentioned in column no. (4) of the below table with the Company / MUFG Intime / Depository Participant on or before July 24, 2026.**

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1	Submission of form 121 with valid & operative PAN.	NIL	Declaration in Form No. 121 fulfilling certain conditions.
2	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.
3	Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.
5	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6	National Pension Scheme	NIL	No TDS as per section 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided
7	Any resident member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

**B. Non-Resident members:**

The table below shows the withholding tax on dividend payment to non-resident members. Members are requested to submit the document(s) as mentioned in column no. (4) of the below table on or before July 24, 2026, to the Company / MUFG Intime to avail the beneficial rates, wherever applicable.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident members	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> <li>Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received.</li> <li>PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format.</li> <li>E-filed Form 41</li> <li>Self-declaration for non-existence of permanent establishment/ fixed base in India.</li> </ol> <p><i>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company).</i></p>
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 395(1) of the Income-Tax Act, 2025 obtained from Income Tax Authority.  Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.  In case above documents are not made available, then Withholding tax will be at 35% (plus applicable surcharge and cess)
3	Availability of Lower / NIL tax Rate specified in deduction certificate issued by Income Tax Authority	NIL	Lower tax deduction certificate obtained from Income Tax Authority
4	Any non-resident member exempted from WHT deduction as per the provisions of the Income-Tax Act, 2025 or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
5	Benefits under Income Tax Rule No. 203	Rates based on the applicability of the Income-Tax Act, 2025 / DTAA (whichever is beneficial) to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule No. 203(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column (4) will be required in addition to the above declaration.

The aforementioned documents can be downloaded from MUFG Intime's website at <https://web.in.mpms.mufg.com/client-downloads.html> on general tab and are required to be uploaded on the MUFG Intime's portal at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before 5 pm (IST), Friday, July 24, 2026, to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/deduction received post 5:00 pm (IST) Friday, July 24, 2026, shall not be considered. All communications/queries in this respect should be addressed to our RTA, MUFG Intime to its email address at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com). The Company will arrange to email a soft copy of the TDS Certificate at the shareholders

registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://eportal.incometax.gov.in/>.

Application of TDS / withholding tax rate is subject to necessary verification by the Company of the member details as available in register of members as on the Record Date, and other documents available with the Company / MUFG Intime provided by the member by the specified date. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the IEPF, constituted by the Central Government.

Members who have not encashed dividend declared by the Company during previous years, are advised to write to the Company immediately at [investors@pdsLtd.com](mailto:investors@pdsLtd.com).

## 25. VOTING

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard-2 ("SS-2") and Regulation 44 of the SEBI Listing Regulations and applicable circulars, the Company is pleased to provide its Members the facility to cast their votes before and during the 15<sup>th</sup> AGM on the resolutions set forth in the Notice of the 15<sup>th</sup> AGM using electronic voting system ("remote e-voting"), provided by MUFG Intime and the business may be transacted through such voting. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date Friday, July 24, 2026.

The remote e-voting period begins Tuesday, July 28, 2026 (9.00 AM IST) and ends on Thursday, July 30, 2026 (5.00 PM IST). The remote e-voting module shall be disabled by MUFG Intime for voting thereafter. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Friday, July 24, 2026, may cast their votes electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.

In terms of provisions of Section 107 of the Act, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM. If a Member cast votes by both modes i.e. remote e-voting and e-voting system at the AGM, then voting done through remote e-voting shall prevail and voting done through e-voting system at the AGM shall be treated as invalid.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 15<sup>th</sup> AGM and holds shares as of the cut-off date i.e. Friday, July 24, 2026, may obtain the login ID and password by sending a request at [investors@pdsLtd.com](mailto:investors@pdsLtd.com) or [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) (RTA email id). However, if a Member is already registered with MUFG Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote and a person who is not a member as on the cut-off date Friday, July 24, 2026 should treat this Notice for information purposes only.

## INSTRUCTIONS FOR ATTENDING & SPEAKING AT THE ANNUAL GENERAL MEETING

### A. LOGIN METHOD FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - **Demat Account No./ Folio No./ PAN**
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
  - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
  - **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

**B. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

- i. Shareholders who would like to speak during the meeting must register their request with the company at [investors@pdsLtd.com](mailto:investors@pdsLtd.com) on or before Friday, July 24, 2026. Only those Members who have pre-registered themselves as a speaker on the dedicated email id [investors@pdsLtd.com](mailto:investors@pdsLtd.com) will be allowed to express their views/ask questions during the AGM.
- ii. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember the speaking serial number and start your conversation with the panellist by switching on video mode and audio of your device.
- iii. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

**C. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- ii. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InStaMeet.
- iii. Click on 'Submit'.
- iv. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- v. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- vi. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to

vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Notes:**

- Shareholders/ Members, who will be present in the AGM through InStaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InStaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the AGM through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**D. HELPDESK:**



Shareholders facing any technical issue in login may contact InStaMeet helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**INSTRUCTIONS FOR REMOTE E-VOTING**

In terms of SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, 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 –****A. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORIES:**

<b>NSDL:</b>	
<b>NSDL OTP based login</b>	<ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</li> <li>Enter the OTP received on your registered email ID/ mobile number and click on login.</li> <li>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>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>
<b>Shareholders registered with NSDL IDeAS facility</b>	<ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on "Beneficial Owner" icon under icon under "IDeAS Login Section".</li> <li>Click on "Beneficial Owner" icon under "IDeAS Login Section".</li> <li>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>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>
<b>Shareholders not registered for IDeAS facility:</b>	<ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code &amp; click on "Submit".</li> <li>Enter the last 4 digits of your bank account / generate 'OTP'</li> <li>Post successful registration, user will be provided with Login ID and password.</li> <li>Follow steps given above in points (a-d).</li> </ol> <div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> <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: space-around; align-items: center;">   </div>
<b>Individual Shareholders directly visiting the e-voting website of NSDL</b>	<ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the "Login" tab available under 'Shareholder/Member' section.</li> <li>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>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>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>
<b>CDSL:</b>	
<b>Shareholders registered with CDSL Easi/ Easiest facility</b>	<ol style="list-style-type: none"> <li>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>Enter existing username, Password &amp; click on "Login".</li> <li>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> </ol>
<b>Individual Shareholders who have not registered for CDSL Easi/ Easiest facility:</b>	<ol style="list-style-type: none"> <li>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>Proceed with updating the required fields for registration.</li> <li>Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).</li> </ol>
<b>Individual Shareholders directly visiting the e-voting website of CDSL</b>	<ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>Go to e-voting tab.</li> <li>Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".</li> <li>System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.</li> <li>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> </ol>

**B. 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.

**C. 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, July 24, 2026, for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP to InstaVote**

**Shareholders who have registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  - A. User ID: Enter User ID
  - B. Password: Enter existing Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”.
 (Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolution”)

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:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  - i. User ID: Enter User ID
  - ii. 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.
  - iii. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  - iv. 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 ‘iv’ above
    - o Shareholders holding shares in CDSL form shall provide “point iii” or “point iv” above.
    - o Shareholders holding shares in physical form but have not recorded ‘iii’ and ‘iv’, shall provide their Folio number in ‘iv’ above
  - v. 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).
  - vi. Enter Image Verification (CAPTCHA) Code.
  - vii. 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.

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

**D. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ MUTUAL FUND"):**

<b>Custodian / Corporate Body/ Mutual Fund Registration</b>	<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>
<b>Investor Mapping</b>	<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>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><b>Note:</b> File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.</p> <p>Further, Custodians and Mutual Funds shall also upload specimen signatures.</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>
<b>Voting through remote e-voting</b>	<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. Event No. can be viewed on the home page of InstaVote under "On-going Events".</li> <li>d) Enter "16-digit Demat Account No.".</li> <li>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'.</li> <li>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.</li> </ul> <p>(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>

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).

Note: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) or [gaurav.sainani@legalixir.com](mailto:gaurav.sainani@legalixir.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [investors@pds ltd.com](mailto:investors@pds ltd.com).

**HELPDESK:**

**Individual Shareholders holding securities in demat mode**

**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.**

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

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

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 [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

**FORGOT PASSWORD:**

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

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.

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Individual 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: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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 (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

**General Instructions (Shareholders)**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

26. In case of any grievances connected with the facility for e-voting on the day of the AGM and for Remote E-Voting please contact Mr. Rajive Ranjan, AVP – MUFG Intime India Private Limited, Email ID - [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) and contact number - 022 – 4918 6000 and address at Noble Heights, 1<sup>st</sup> Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058.
27. Mr. Gaurav Sainani, Partner (C.P. No. 24482) or failing him Mr. Sunny Gogiya, Partner (C.P. No. 21563) of M/s. SGGS and Associates, Practicing Company Secretaries (FRN: P2021MH086900) have been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting process (during the remote e-voting period and at the 15<sup>th</sup> AGM) in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM not later than 48 hours of the conclusion of the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.pdsltd.com](http://www.pdsltd.com) and on the website of MUFG Intime at <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 15<sup>th</sup> AGM i.e. Friday, July 31, 2026.

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

**Place:** Mumbai, India  
**Date:** May 15, 2026

**Regd. Office:**

Unit No. 1031 & 1032, Solitaire Corporate Park,  
Andheri – Ghatkopar Link Road, Andheri (East),  
Mumbai – 400093, Maharashtra, India.

**E-mail:** [investors@pdsdtd.com](mailto:investors@pdsdtd.com)

**Website:** [www.pdsdtd.com](http://www.pdsdtd.com)

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

# Annexure-I

## EXPLANATORY STATEMENT RELATING TO THE BUSINESSES MENTIONED IN ITEM NO. 4 AND 5 IN THE ACCOMPANYING NOTICE OF THE 15<sup>th</sup> ANNUAL GENERAL MEETING ("AGM"), PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### ITEM NO. 4 & 5: TO RE-APPOINT MR. ROBERT SINCLAIR (DIN: 09390821) AND MR. NISHANT PARIKH (DIN: 07349640) AS INDEPENDENT DIRECTORS OF THE COMPANY.

The Members of the Company had, by way of postal ballot notice dated December 8, 2021, approved the appointment of Mr. Robert Sinclair (DIN: 09390821) and Mr. Nishant Parikh (DIN: 07349640) as Independent Directors of the Company for their respective first terms of five consecutive years.

- Mr. Robert Sinclair was appointed for a term commencing from November 9, 2021 to November 8, 2026 (both days inclusive); and
- Mr. Nishant Parikh was appointed for a term commencing from December 8, 2021 to December 7, 2026 (both days inclusive).

Upon the recommendation of the Nomination and Remuneration Committee ('NRC'), the Members of the Board, at their duly convened meeting held on May 15, 2026, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM"), approved the re-appointment of:

- Mr. Robert Sinclair as an Independent Director of the Company for a second term of two consecutive years commencing with effect from November 9, 2026, up to November 8, 2028 (both days inclusive); and
- Mr. Nishant Parikh as an Independent Director of the Company for a second term of two consecutive years commencing with effect from December 8, 2026, up to December 7, 2028 (both days inclusive).

### Rationale for Re-appointment

In recommending their re-appointment for a second term, the NRC and the Board took into consideration the Directors extensive experience, domain expertise, independent judgement and performance. Throughout their tenure, both Directors have consistently demonstrated strong leadership, deep operational understanding, and a commitment to high governance standards. The Board is confident that their continued ability to provide strategic insight, constructive guidance, and balanced oversight will be beneficial to the Company.

### Brief Profiles

#### 1. Mr. Robert Sinclair (DIN: 09390821)

Mr. Robert Sinclair is a seasoned global supply chain and sourcing professional with over three decades

of experience in the apparel, footwear and fashion accessories industry. He has held several senior leadership positions within the Li & Fung Group, including as President – Supply Chain, Global Brands Group, and previously led large global sourcing and supply chain businesses across Asia, Europe, North America and Latin America. Earlier in his career, he also held leadership roles with VF Corporation and Ralph Lauren, and founded KOMPASS, a Hong Kong-based sourcing agency.

Mr. Sinclair is the Founding Member and Former Chairman of the Global Apparel and Footwear Initiative (GAFTI) and has also served as an advisor to the College of Textiles, North Carolina State University. He holds a Bachelor of Arts in Political Science from Carleton University, Ottawa, Canada, and has lived and worked in Hong Kong, Singapore and New York.

Detailed profile Mr. Sinclair can be accessed at the website of the Company at <https://pds ltd.com/investors/board-of-directors/>.

#### 2. Mr. Nishant Parikh (DIN: 07349640)

Nishant Parikh is a Partner at Trilegal, a leading Indian law firm, and also serves on its management committee. He has extensive experience in the areas of corporate mergers and acquisitions, restructurings, equity and mezzanine investments, and contentious situations. He is widely acknowledged for his prowess in resolving complex matters, advising on corporate transformations and strategic outcomes.

He regularly advises corporates and corporate boards, private equity funds, business groups, alternative investment managers, financial institutions, and banks. He also advises businesses on reputational risks, and government and regulatory investigations and actions.

Nishant was elected to the firm's management committee in March, 2020. He has led the firm's exponential growth from 350 lawyers in 2020 to 1,100 lawyers in 2025. During these 5 years, Trilegal has come to be acknowledged as a leading powerhouse among Indian law firms.

Nishant has also been appointed to SEBI's Committee for Review of Takeover Regulations.

Detailed profile Mr. Parikh can be accessed at the website of the Company at <https://pds ltd.com/investors/board-of-directors/>.

**Declarations, Confirmations and Eligibility**

The Company has received from Mr. Robert Sinclair and Mr. Nishant Parikh, *inter alia*, the following confirmations and declarations:

- a. Declaration of Independence confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");
- b. Consent to act as Director pursuant to the provisions of the Act;
- c. Confirmation that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and are not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority;
- d. Confirmation that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company; and

Confirmation that they hold valid registration/certification in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs ("IICA").

Further, in terms of Section 160 of the Act, the Company has received notices in writing from Members proposing the candidature of Mr. Robert Sinclair and Mr. Nishant Parikh, respectively, for re-appointment as Independent Directors of the Company.

In the opinion of the Board, both Mr. Robert Sinclair and Mr. Nishant Parikh fulfil the conditions specified under the Act and the SEBI Listing Regulations for re-appointment as

Independent Directors and are independent of Management.

**Terms of Re-Appointment and Inspection of Documents**

The copies of the respective letters of re-appointment, setting out the terms and conditions of re-appointment of Mr. Robert Sinclair and Mr. Nishant Parikh as Independent Directors, shall be available for inspection by the Members without any fee at the Registered Office of the Company during normal business hours on all working days up to the conclusion of the AGM.

Detailed particulars of the aforesaid Directors, pursuant to the requirements of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS 2") issued by the Institute of Company Secretaries of India, are provided in **Annexure II** to this AGM Notice.

Both Directors shall be entitled to receive sitting fees only from the subsidiaries where they serve as a Director, along with reimbursement of expenses incurred for attending meetings.

In view of the above, the Board of Directors recommends:

- the resolution set out at Item No. 4 for the re-appointment of Mr. Robert Sinclair as an Independent Director of the Company; and
- the resolution set out at Item No. 5 for the re-appointment of Mr. Nishant Parikh as an Independent Director of the Company,

for approval of the Members by way of **Special Resolution**.

Except, Mr. Robert Sinclair and his relatives, in relation to Item No. 4 and Mr. Nishant Parikh and his relatives, in relation to Item No. 5, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

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

**Abhishekh Kanoi**

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

**Place:** Mumbai, India

**Date:** May 15, 2026

**Regd. Office:**

Unit No. 1031 & 1032, 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)

# Annexure-II

## PROFILE OF DIRECTORS

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Particulars	Details		
<b>Name of Director</b>	<b>Ms. Yael Gairola</b>	<b>Mr. Robert Sinclair</b>	<b>Mr. Nishant Parikh</b>
<b>DIN</b>	08434509	09390821	07349640
<b>Date of Birth/ Age</b>	December 27, 1973; 52 Years	January 19, 1963; 63 Years	November 3, 1978; 47 Years
<b>Date of first Appointment on the Board</b>	December 8, 2021	November 9, 2021	December 8, 2021
<b>Qualification(s)</b>	INSEAD (Singapore /France), MBA GMAT: 730 (top 4%) Columbia Law School (New York), Master of Laws. Harlan Fiske Stone Scholar (in recognition of superior academic achievements) Hebrew University Law School (Israel), Bachelor of Laws. Graduated magna cum laude (top 5%); Dean's List Scholar.	Bachelor of Arts Degree in Political Science from the University of Carleton, Ottawa, Canada.	BA LLB (Hons.) from National Law College of India, Bangalore.
<b>Expertise in specific functional area</b>	Expertise in Strategy, Change Management, Turnarounds, Scale-ups, Operations, Commercial, Digital Transformation, Acquisitions and Post- Merger Integrations.	Expertise in Business Strategy, Supply Chain Management, Digital Commerce, Brand Management etc.	Expertise in Board Advisory, Corporate Governance, Commercial Strategy, Business Restructuring, Regulatory Compliance, and Governance Frameworks.
<b>Brief Profile</b>	For detailed profile please the website of the Company at <a href="https://pdsLtd.com/investors/board-of-directors/">https://pdsLtd.com/investors/board-of-directors/</a> .	For detailed profile please refer Item No. 4 of explanatory statement and website of the Company at <a href="https://pdsLtd.com/investors/board-of-directors/">https://pdsLtd.com/investors/board-of-directors/</a> .	For detailed profile please refer Item No. 5 of explanatory statement and website of the Company at <a href="https://pdsLtd.com/investors/board-of-directors/">https://pdsLtd.com/investors/board-of-directors/</a> .
<b>Remuneration last drawn, if any</b>	No remuneration was drawn from the Company. During the financial year 2025-26, the sitting fees was paid from the subsidiary companies		
<b>Terms and conditions of re appointment including remuneration</b>	As per Company's Policy on Nomination and Remuneration available on the Company's website at <a href="https://pdsLtd.com/wp-content/uploads/2025/08/30.-Nomination-and-Remuneration-Policy.pdf">https://pdsLtd.com/wp-content/uploads/2025/08/30.-Nomination-and-Remuneration-Policy.pdf</a> .	As per the terms & conditions mentioned on the website of the Company at <a href="https://pdsLtd.com/wp-content/uploads/2025/10/Terms-and-Conditions-of-Appointment-of-Independent-Directors-1.pdf">https://pdsLtd.com/wp-content/uploads/2025/10/Terms-and-Conditions-of-Appointment-of-Independent-Directors-1.pdf</a> , and as per the resolution specified in item no. 4 and 5 of this Notice read with the explanatory statement thereto.	
<b>No. of Board Meetings attended during FY 2025-26</b>	5 of 5		
<b>Shareholding including Shareholding as a beneficial owner</b>	Nil		
<b>Directorship held in other Companies</b>	None	None	NexStyle Apparel Manufacturing Limited
<b>Member/Chairperson of Committees of the Company</b>	Nil	Chairman – Nomination & Remuneration Committee  Member – Stakeholders Relationship Committee	a. Audit Committee – Chairman  b. Risk Management Committee – Chairman
<b>Memberships/Chairperson of Committees held in other Indian companies</b>	None		
<b>Relationship with Promoters/ Directors/ Managers and Key Managerial Personnels</b>	None		
<b>Name of Listed entities from which the person has resigned in the past 3 (Three) years as a Director</b>	None		
<b>Summary of Performance evaluation of the Director</b>	Not Applicable	The justification and recommendations from both the NRC and the Board are detailed in the explanatory statement for item No. 4 and 5.	