



PDS

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PDSL/SE/2024-25/39

July 8, 2024

<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: Report on Corporate Governance for the Quarter ended June 30, 2024.**

Dear Sir/ Madam,

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended June 30, 2024, for your reference.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,  
for **PDS Limited**

Abhishekh  
Kanoi

Digitally signed by  
Abhishekh Kanoi  
Date: 2024.07.08 15:29:37  
+05'30'

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

*Encl.: As above*

**PDS Limited**

**Registered & Corporate Office:** Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road,  
Andheri East, Mumbai 400093, Maharashtra, India. ☎ +91 2241441100

CIN: L18101MH2011PLC388088 🌐 www.pdsltd.com 📧 info@pdsltd.com

XBRL Excel Utility	
1.	<a href="#">Overview</a>
2.	<a href="#">Before you begin</a>
3.	<a href="#">Index</a>
4.	<a href="#">Steps for Filing Corporate Governance Report</a>
5.	<a href="#">Fill up the data in excel utility</a>

### 1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website ([www.listing.bseindia.com](http://www.listing.bseindia.com)) .

### 2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

### 3. Index

1	Details of general information about company	<a href="#">General Info</a>
2	Composition of BOD	<a href="#">Annexure I - Composition of BOD</a>
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14	Details of Cyber security incidence	<a href="#">Cyber security incidence</a>
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### 5. Steps for Filing Corporate Governance Report

**I. Fill up the data:** Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

**II. Validating Sheets:** Click on the "**Validate**" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

**III. Validate All Sheets:** Click on the "**Home**" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

**IV. Generate XML :** Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.  
- Save the XBRL/XML file in your desired folder in local system.

**V. Generate Report :** Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.  
- Save the HTML Report file in your desired folder in local system.  
- To view HTML Report open "Chrome Web Browser" .  
- To print report in PDF Format, Click on print button and save as PDF.

**VI. Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

#### 6. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.

2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.

3. You are not allowed to enter data in the Grey Cells.

4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.

5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.

6. Select data from "Dropdown list" wherever applicable.

7. Adding Notes: Click on "Add Notes" button to add notes

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### General information about company

Scrip code	538730
NSE Symbol	PDSL
MSEI Symbol	NOTLISTED
ISIN	INE111Q01021
Name of the entity	PDS Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of roles on composition of board of directors (mandatory)		Add Note																									
Whether the listed entity has a Regular Chairperson				Yes																							
Whether Chairperson is related to MNC or CSD				No																							
Disqualification of Directors under section 161 of the Companies Act, 2013																											
Sl	Title (M/F)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Under Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of the appointment	Date of cessation	Term of director (in months)	No of Directorships in listed entities including the listed entity (Under Regulation 17A of Listing Regulations)	Directorships in listed entities including the listed entity (Under Regulation 17A of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (including the listed entity) (Under Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee (including the listed entity) (Under Regulation 26(2) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN	
ADD	REMOVE																										
1	Mr	Deepak Kumar Seth	AANR2568D	0000101	Non Executive - Non Independent Director	Chairperson related to Promoter		22-05-1951	No				Active	NA		06-04-2011					1	0	2	0			
2	Mrs	Royal Seth	AANR13308M	0000105	Non Executive - Non Independent Director	Not Applicable		26-05-1958	No				Active	NA		06-04-2011					1	0	0	0			
3	Mr	Rajiv Seth	AZP54313R	0000106	Executive Director	Not Applicable		13-08-1977	No				Active	NA		06-04-2011		02-11-2017			1	0	0	0			
4	Mr	Jayesh Gandhi	AANR0666K	0561823	Non Executive - Non Independent Director	Not Applicable		05-04-1973	No				Active	NA		27-06-2011					1	0	1	1			
5	Mr	Robert Sinclair	ZZZ2999C	0519051	Non Executive - Independent Director	Not Applicable		05-01-1963	No				Active	NA		05-11-2011		05-11-2011		24.22	1	1	1	0		1	
6	Mr	Munish Park	ZZZ2999C	0519079	Non Executive - Non Independent Director	Not Applicable		13-09-1966	No				Active	NA		05-11-2011		05-11-2011		24.22	1	1	1	0		2	
7	Mr	Jayesh Gandhi	ZZZ2999C	0561826	Non Executive - Non Independent Director	Not Applicable		26-12-1979	No				Active	NA		05-11-2011		26-07-2011			1	0	0	0			4
8	Mr	Nikhil Parikh	AANR9545C	0749646	Non Executive - Independent Director	Not Applicable		05-11-1978	No				Active	NA		05-11-2011				20.22	1	1	1	1			6
9	Mr	SG Krishna	ZZZ2999C	0511746	Non Executive - Independent Director	Not Applicable		24-01-1961	No				Active	NA		28-03-2011		28-03-2011		15.00	1	1	0	0			4
10	Ms	Sandya Carmon	ZZZ2999C	0390029	Non Executive - Independent Director	Not Applicable		23-01-1987	No				Active	NA		28-11-2011		28-11-2011		7.00	1	1	0	0			4

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	13-09-2023		
2	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
3	09390792	Mungo Park	Non-Executive - Independent Director	Member	08-12-2021		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390821	Robert Sinclair	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	07349640	Nishant Parikh	Non-Executive - Independent Director	Member	26-07-2023		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	02-11-2022		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Chairperson	08-12-2021		
2	09390821	Robert Sinclair	Non-Executive - Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
4							
5							
6							
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8							
9							
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
4	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
5	99999999	Sanjay Jain	Group CEO	Member	27-05-2021		7
6	99999999	Rahul Ahuja	Group CFO	Member	24-01-2023		8
7	99999999	Suresh Punjabi	Head of Internal Audit, Assurance & Risk Mgt	Member	27-05-2021		9
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390792	Mungo Park	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	27-05-2021		
4							
5							

6						
7						
8						
9						
10						

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
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## Annexure 1

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	<a href="#">Add</a> <a href="#">Delete</a>						
1	07-02-2024			Yes	10	8	5
2	21-03-2024	42		Yes	10	9	5
3	14-05-2024	53		Yes	10	9	5
4	10-06-2024	26		Yes	10	9	5

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\* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory						Add Notes				
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add		Delete								
1	Audit Committee	07-02-2024				Yes	3	2	2	0
2	Audit Committee	14-05-2024	96			Yes	3	3	2	0
3	Nomination and remuneration committee	07-02-2024				Yes	3	2	2	0
4	Nomination and remuneration committee	13-05-2024	95			Yes	3	2	1	0
5	Stakeholders Relationship Committee	07-02-2024				Yes	3	2	1	0
6	Stakeholders Relationship Committee	13-05-2024	95			Yes	3	2	0	0
7	Corporate Social Responsibility Committee	07-02-2024				Yes	3	3	1	0
8	Corporate Social Responsibility Committee	13-05-2024				Yes	3	2	1	0

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\* to be filled in only for the current quarter meetings

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Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	<a href="#">Add Notes</a>
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
<b>Sr.</b>	<b>Date of the event</b>
	<b>Brief details of the event</b>

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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## Annexure 1

## VI. Affirmations

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

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## Annexure 1

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

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### Signatory Details

Name of signatory	Abhishekh Kanoi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	08-07-2024

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