



PDS

Global | Collaborative | Digital | Ethical

PDSL/SE/2025-26/39

July 1, 2025

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

Sub: Submission of Annual Report and Notice convening 14th 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 14th Annual General Meeting ("AGM") of the Company for the Financial Year 2024-25.

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 14th AGM of the Company for the Financial Year 2024-25 has been sent to all the Shareholders of the Company, whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Thursday, July 24, 2025, 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 1, 2025.

The Notice of AGM along with the Annual Report containing the Notice of AGM for the Financial Year 2024-25 is also available on the website of the Company at https://pdsLtd.com/investors/financial_reports/#annual-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**

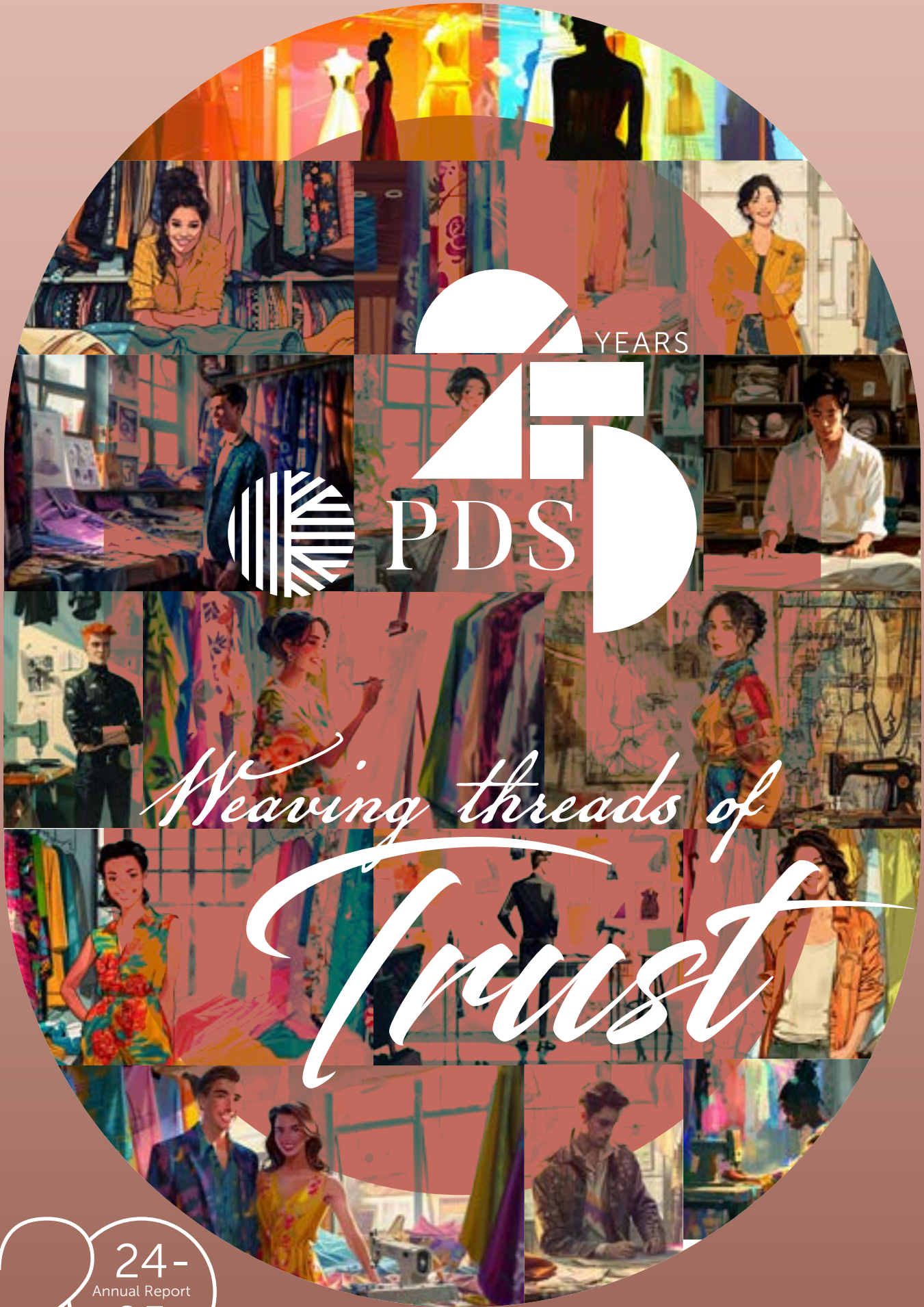
Abhishekh Kanoi
Head of Legal & Group Company Secretary
ICSI Membership No.: F-9530

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



45 YEARS
PDS

*Weaving threads of
Trust*

24-
Annual Report
25

Corporate information

BOARD OF DIRECTORS

Dr. Deepak Kumar Seth
Promoter & Chairman and Non-Executive & Non-Independent Director

***Payel Seth**
Promoter and Non-Executive and Non-Independent Director

Pallak Seth
Promoter and Executive Vice Chairman

Nishant Parikh
Independent Director

Parth Gandhi
Non-Executive & Non-Independent Director

Yael Gairola
Non-Executive & Non-Independent Director

Robert Sinclair
Independent Director

***Mungo Park**
Independent Director

BG Srinivas
Independent Director

Sandra Campos
Independent Director

AUDIT COMMITTEE

Nishant Parikh
Chairman

Dr. Deepak Kumar Seth
Member

BG Srinivas
Member

NOMINATION AND REMUNERATION COMMITTEE

Robert Sinclair
Chairman

Nishant Parikh
Member

Dr. Deepak Kumar Seth
Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Parth Gandhi
Chairman

Robert Sinclair
Member

Dr. Deepak Kumar Seth
Member

RISK MANAGEMENT COMMITTEE

Nishant Parikh
Chairman

Parth Gandhi
Member

Dr. Deepak Kumar Seth
Member

Pallak Seth
Member

Sanjay Jain
Member

Rahul Ahuja
Member

Suresh Punjabi
Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sandra Campos
Chairperson

Parth Gandhi
Member

Pallak Seth
Member

GROUP CHIEF EXECUTIVE OFFICER

Sanjay Jain

GROUP CHIEF FINANCIAL OFFICER

Rahul Ahuja

HEAD OF LEGAL & GROUP COMPANY SECRETARY & COMPLIANCE OFFICER

Abhishekh Kanoi

STATUTORY AUDITORS

Walker Chandiok & Co. LLP

BANKERS

The Hongkong and Shanghai Banking Corporation Limited

BNP Paribas

Intesa Sanpaolo S.p.A.

DBS Bank (Hong Kong) Limited

CITI Bank, N.A., Hong Kong Branch

The CITY Bank Limited

First Abu Dhabi Bank PJSC

BRAC Bank Limited

UCO Bank Hong Kong

Emirates NBD Bank P.J.S.C.

Sampath Bank PLC

Bajaj Finance

Standard Chartered Bank (Hong Kong) Limited

Standard Chartered Bank (India) Limited

ICICI Bank Limited

REGISTERED & CORPORATE OFFICE

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

REGISTRAR & TRANSFER AGENT

MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)

Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC Near Savitri Market Janakpuri, New Delhi-110058

Phone – 011 – 49411000

Email – delhi@in.mpms.mufig.com

What's inside the report



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*Payel Seth has resigned as a Non-Executive and Non-Independent Director w.e.f. close of business hours on March 31, 2025 due to her other pre-occupations and other personal commitments.

*Mungo Park has resigned as an Independent Director w.e.f. close of business hours on March 31, 2025 due to his other pre-occupations and other personal commitments.



To view the report online, log on to pdsitd.com/investors/financial_reports/



Scan the QR Code to know more about the company



Weaving threads of

Trust

Twenty-five years ago, PDS embarked on a transformative journey, redefining the fashion industry through innovation, integrity and trust. What began as a bold vision has grown into a global platform, strengthened at every step by our commitment to ethical business, transparency and sustainability.

Trust is the fabric that binds our relationships with our business partners, customers and communities—enabling us to navigate challenges, seize opportunities and drive meaningful change. Over the years, we have woven together our verticals, people and partnerships with the threads of trust, innovation and collaboration building a strong and connected foundation. 'Weaving Threads of Trust' is more than a philosophy; it has shaped our growth, guided our impact across industries and geographies and reinforced our position as a trusted leader in fashion solutions.

We proudly call ourselves a 25-year-old start-up, balancing the agility of a new-age venture with the experience of an established enterprise. Our strength lies in bringing together people, ideas and expertise to create meaningful change. At the core of our success is our unwavering commitment to people our employees, partners and customers who drive our vision forward.

As we step into the next chapter, we remain dedicated to performing, advancing and excelling. With trust as our foundation and innovation as our driving force, we are ready to scale new heights and strengthen the bonds that unite us. The best is yet to come.

PDS at a

glance

Through our portfolio of curated services, we have built a strong global market presence. Our global footprint and industry expertise empower us to collaborate closely with brands, guiding them seamlessly through the creative journey of bringing their ideas to life.

From the latest trends to exceptional craftsmanship, every product reflects the PDS hallmark, a symbol of trust and excellence. Driven by commitment to quality, we deliver bespoke solutions to the world's leading fashion brands and retailers. Our rigorous quality and compliance control systems ensure that every product meets international standards and aligns with each customer's unique specifications.



MISSION

To provide our customers outstanding service and innovative designs sourced in most ethical manner.



VISION

Be the most admired global enterprise providing innovation fashion solutions in the most ethical and trusted way.

We are a Global Supply Chain Solutions Partner revolutionising the fashion value chain through technology, talent and innovation—making fashion simpler, smarter and more efficient.

VALUE DRIVEN BUSINESS SOLUTIONS



Design-led Sourcing



Sourcing as a Service

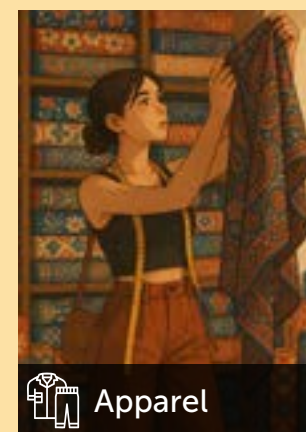


Manufacturing



Brand Management

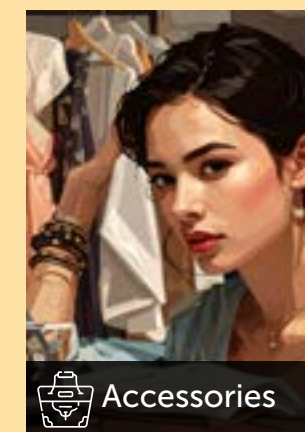
PRODUCT CATEGORIES



Apparel



Footwear



Accessories



Home Decor

IN *Focus*

22+

Country Presence with
90+ offices

250+

Catering to global brands
and retailers

10,200+

Employees & Factory
Associates

\$ 2 BN+

Gross Merchandise Value

1.3MN+

Pieces per day production
handled

540MN+

Working capital limits

PDS Story

A HUMBLE BEGINNING

Our journey began on the vibrant streets of Hong Kong with a single office and a bold vision. In 1999, our founder Pallak Seth, with an initial investment of \$250,000 from his father Dr. Deepak Kumar Seth, set out to transform the fashion industry through collaboration, innovation and sustainability.

Driven by entrepreneurial spirit and industry insight, PDS evolved rapidly. Strategic partnership with Business Heads further propelled us into a multibillion-dollar enterprise. From a sourcing platform to one of Asia's leading names in design, product development, sourcing, virtual manufacturing and distribution, we continue to reimagine the possibilities of fashion.

EVOLUTION AND EXPANSION

Over the years, we evolved from a sourcing company into a comprehensive platform providing a wide range of services like design-led sourcing, sourcing as a service, manufacturing & brand management. Strategic partnerships and our agile asset-light model have driven this transformation, helping us stay competitive and responsive to market shifts.

GLOBAL SCALE

Our presence now spans across 90+ offices in key sourcing and consumption markets, including the UK, Europe, Americas, Vietnam, Egypt, Turkey and India. Strategic investments in manufacturing capabilities in Bangladesh and Sri Lanka, along with the recent acquisition of Knit Gallery in India, have enabled us to strengthen vertical integration, drive efficiencies and offer greater value to our partners.

We have also successfully diversified into new categories such as Home, Footwear and Beauty, positioning ourselves to capture a broader share of the global fashion and lifestyle market.

CULTIVATING AN ENTREPRENEURIAL MINDSET

In our dynamic ecosystem, 50+ visionary entrepreneurs lead their own ventures with autonomy and passion, each holding a minority stake but full decision-making power. This unique model enables innovation and agility while

aligning with our financial goals. Our evolution into a GMV \$2.2 billion powerhouse has been driven by strategic shifts like 'corporatisation,' which streamlined operations without compromising entrepreneurial freedom. Built on

TRUST, PERFORMANCE, GROWTH,

we empower our teams with the tools and environment to thrive.

EMBRACING SUSTAINABILITY AND INNOVATION

While we progressed in our journey, we never wavered from our commitment to championing sustainability and consistent innovation. This led us to adopt a four-pronged approach to ESG.

This emphasis on environmental stewardship and social responsibility positioned us as a leader in sustainable fashion practices. Additionally, through PDS Ventures, we prioritised early-stage investments in sustainability, technology and consumer brands, further enhancing our contributions in shaping a more circular future.

CELEBRATING GLORIOUS 25 YEARS

As we celebrate 25 years, we reflect on our journey from a bold idea to a global platform built on resilience, trust and shared dreams. PDS stands out for its visionary strategy and passion for delivering differentiated value.

Looking ahead, we remain determined to drive innovation and empower dreams, weaving together diverse verticals, talented teams and enduring partnerships to further reinforce our vibrant legacy.

LEADERSHIP REFLECTIONS ON 25 YEARS OF PROGRESS

ANUJ BANAIK,
Managing Director
Poeticgem, UK



Being the first partner on the PDS platform, Poeticgem's journey has been deeply personal and incredibly fulfilling. Over the last 25 years, we have grown together—driven by a shared entrepreneurial spirit, mutual trust and a vision to build something extraordinary. It's been a privilege to be part of a world-class business that empowers its partners and stays true to its values. We are deeply grateful to our customers, colleagues and business associates who have been an integral part of this journey.

RAJIVE RANJAN,
Managing Director,
Techno Design, Germany



I am thrilled to mark the 25th anniversary of PDS, as a journey shaped by passion, entrepreneurial spirit and a commitment to innovation. Over the years, our dedication to providing agile and sustainable sourcing solutions has set us apart in the fashion industry, allowing us to build long-lasting strategic partnerships with global brands. This milestone is a testament to the collective effort of our teams and our shared vision of transforming challenges into opportunities, as we continue to lead with a forward-thinking approach into the next chapter of our entrepreneurial journey.

SAFAK KIPIK,
Chief Executive Officer
Spring Near East Mfg.Co.Ltd, Turkey



After a long corporate journey, I joined PDS and co-founded Spring with our beloved Esra in 2011. Transitioning from retail to the supplier side was a new chapter and with PDS's strength and support, we built one of the region's leading sourcing and manufacturing companies, adding valuable short-lead capabilities to the platform. Today, we are future-ready with our new investments in manufacturing, design, product development and offshore capabilities. Here's to a new chapter and many successful years to come!

RAKESH CHADHA,
Managing Director,
Design Arc UK Limited



Design Arc is proud to have been a part of PDS's incredible journey over the past 20 years, witnessing the growth and innovation over the years. PDS has provided an excellent platform to all our colleagues for their personal and professional growth. Congratulations to the entire PDS team on completing 25 remarkable years in business — here's to continued success and new milestones ahead!

ALEX FENG,
Managing Director
PDS Asia Star Co. Ltd, China



Since its founding in 2013 as a member of PDS Group, PDS Asia Star Co. Ltd has been on a relentless mission to build a company of purpose to contribute to each customer's success. In the past 12 years' journey, with support and guidance from PDS Group, we spark, grow and scale in European, US and BRICS markets. Today, we empower our business partners with sustainable and high quality products from fashion to shoes to hardgoods.

Looking ahead, our sights are set on building an AI-powered organisation and redefining supply chain management.

Every step of our journey has reinforced our belief in PDS Group's value and philosophy. Congratulations to 25 years of PDS!

CHANDANA RANATUNGA,
Chief Executive Officer
Norlanka Manufacturing Limited, Sri Lanka



Norlanka, a global company built on local roots, is so excited to celebrate 25 years of PDS Limited, which is a leading entrepreneurial platform in global fashion infrastructure.

With a range of brands and scale of enterprise, today Norlanka is one of the key stakeholders in Sri Lanka apparel exports, who is responsible for nearly 10% of exports to the United Kingdom from Sri Lanka with its own manufacturing as well as partner manufacturing facilities.

MANOJ DIMRI,
Chief Executive Officer
GoodEarth Apparels Limited, Bangladesh



From becoming Bangladesh's first LEED Zero factory to pioneering digital tracking with GreenScan.info, we have come a long way. As part of PDS Ltd, we receive major support from banking, finance, HR, ESG etc, enabling us to efficiently achieve our mission of becoming one of the most successful modern manufacturing facilities, providing innovative solutions to today's complex challenges.

JACK OSTROWSKI,
Founder & Chief Executive Officer,
Yellow Octopus Circular Solutions



Yellow Octopus was founded by myself in 2006. Currently operating as a joint venture with PDS Ltd. It is a strong partnership and strategic alliance combining entrepreneurial agility, with corporate resource for unstoppable growth.

An Enduring Legacy of

*Trust*THE
FOUNDATION
YEARS

1999 - 2003

- The promoter family established flagship companies – Norwest Industries (Hong Kong) and Poeticgem (UK)
- Set the stage for a global supply chain and sourcing operations
- Focused on building relationships with international retailers and brands
- Developed expertise in design, sourcing and distribution
- Laid the groundwork for future expansion into new markets

STRENGTHENING
GLOBAL
PRESENCE

2009 - 2014

- Launched Bangladesh direct marketing operations, strengthening South Asia's footprint
- Expanded into Turkey, Germany, Sri Lanka and Spain, entering new markets
- Commenced corporate services in Bangalore, adding backend capabilities
- Listed on Indian Stock Exchanges post-demerger, reinforcing financial strength

EXPANSION INTO
SOURCING AND
DIRECT MARKETING

2003 - 2008

- Received approvals for sourcing operations in India
- Established sourcing operations in China and Bangladesh, strengthening the supply network
- Entered the denim business by launching Zamira Fashions in Hong Kong
- Expanded into Latin America with direct marketing operations in Chile
- Diversified into home wear and home furnishing, marking a new product category

A SUSTAINABLE
AND DIGITAL
FUTURE

2020 - 2025

- Progressed further to become a one stop shop by entering into a new category with includes Footwear and Luggage by collaborating with Poeticgem
- Brand & Lifestyle Licensing Award 2023 - Best Brand Licensed Children's Product / Range award for Animal Planet Collection (George) Poetic Brands in April 2023
- Best Ethical Compliance Award received by Poeticgem in May 2023
- Design Arc has established a presence in South Korea, making it the sole business vertical within PDS that serves the dynamics of the textile market
- Our Brands and Licensing team, has successfully launched brands such as, Lily & Lionel, Raffya, Hunters, Cardio Bunny and many more across UK's major marketplaces
- Appointed Group CEO, Sanjay Jain to drive sustainable growth and value creation
- Crossed \$1 billion in top-line revenue, marking a historic milestone
- Rebranded as PDS Limited, reflecting the Company's new global identity
- Certified as a Great Place to Work™ in India and Sri Lanka
- Acquired DBS Lifestyle and UK licensing for Forever21, expanding the brand portfolio
- Entered binding agreement to acquire majority stake in Knit Gallery

INNOVATION
AND STRATEGIC
ACQUISITIONS

2015 - 2019

- Launched manufacturing facilities in Bangladesh under Progress Apparel
- Expanded into cloud-based HRM software, integrating technology into operations
- Commissioned second manufacturing unit in Bangladesh, strengthening production
- Acquired a manufacturing unit in Sri Lanka (TRINCO factory), expanding operations
- Acquired Kik Services (Bangladesh) and Lily & Sid (UK), strengthening apparel sourcing

The PDS
Growth Story\$2B industry leader,
scaling innovation
and sustainabilityGlobal expansion
& strategic
acquisitionsExpanded into
sourcing and product
developmentGarment
outsourcing
(\$50M company)



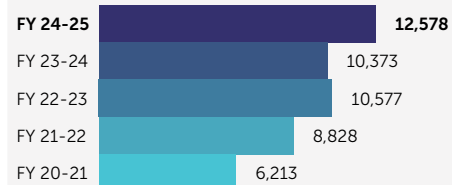
YEARS

PDS

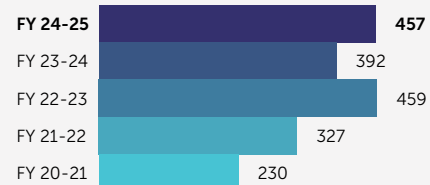
Strong Financial Track

RecordREVENUE
(₹ crore)

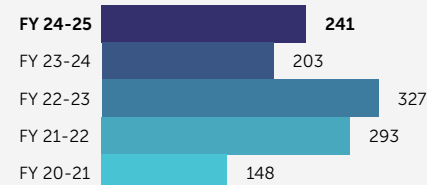
21% YoY ↑

EBITDA
(₹ crore)

17% YoY ↑

PAT
(₹ crore)

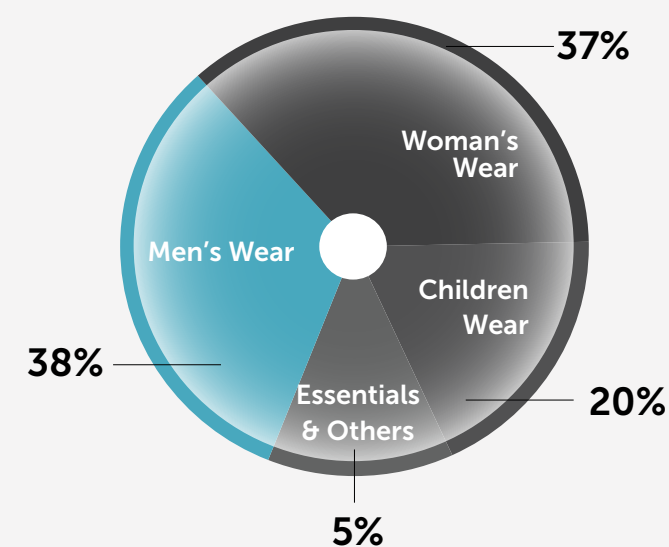
19% YoY ↑



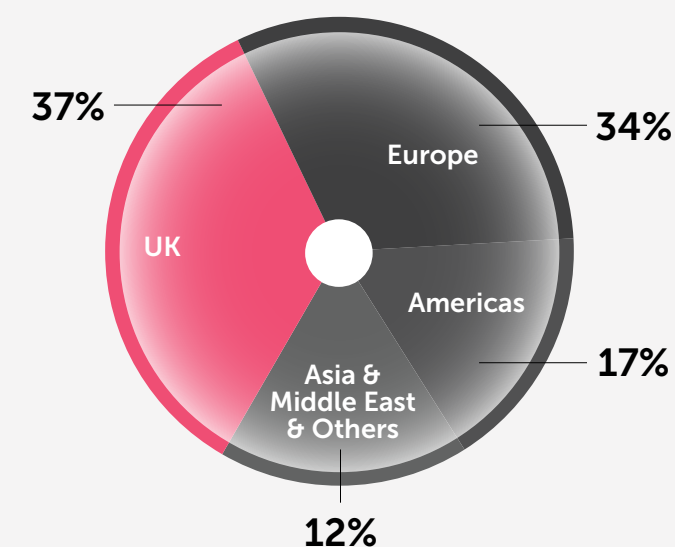
SEGMENT WISE PERFORMANCE IN FY25

	Revenue	EBIT	Gross Capital Employed	Net Capital Employed	ROCE
Sourcing	12,200	361	1,557	-	23%
Manufacturing	788	41	94	-	5%*
PDS Ventures & Others	6	0	464	-	-ve
PDS Consolidated	12,578	396	2,827	2,090	19%

GEOGRAPHY- WISE SPLIT



CATEGORY- WISE SPLIT



Note:

- 1) Revenue Breakup based on Broad Estimates, unadjusted for inter-co eliminations
- 2) Americas includes USA, Mexico, Canada, Bolivia, Costa Rica
- 3) Others includes Chile, Brazil, Ecuador, El Salvador, Morocco, Panama, Peru & South Africa

Chairman's *message*



DEAR SHAREHOLDERS,

Celebrating 25 Years of Purpose and Progress

As we celebrate 25 years of building PDS, I write to you with a deep sense of gratitude and pride. What began as a bold entrepreneurial idea has grown into a global, purpose-driven enterprise—anchored in strong values, shaped by enduring relationships and powered by an exceptional team of people.

This milestone year has been a poignant reminder that true progress is not measured by metrics alone, but by the values we uphold along the way. At PDS, trust, transparency and teamwork have always been our guiding lights. These principles have enabled us to navigate complex global headwinds and emerge stronger, more agile and more united.

RESILIENCE AMID UNCERTAINTY

The world around us is shifting rapidly—with geopolitical instability, economic uncertainty and environmental challenges creating a volatile backdrop. The fashion and retail industry, in particular, continues to undergo structural and cyclical changes. Yet, amid these uncertainties, our resilience has stood out. FY2025 has been a testament to the collective strength of our people and the enduring relevance of our culture.

We remained focused on what truly matters—staying grounded in our values while being ambitious in our vision. From launching sustainable design-led collections to winning accolades like the 'Home & Clothing Partnership Award' from Tesco, we have continued to push boundaries and redefine excellence.

A SHARED VISION THAT UNITES US ALL

Our 5-5-5 Vision—to achieve USD 5 billion in GMV, 5% PAT, within five years—is not just a strategic goal; it's a rallying cry for our entire organisation. It embodies our confidence in the long-term potential of PDS and our belief in what we can accomplish when we come together with shared intent.

It is a vision that challenges us to think boldly, act decisively and grow responsibly—anchored in a culture that prioritises long-term value creation over short-term gains.

PEOPLE AT THE HEART OF OUR CULTURE

At the heart of this journey is our people. Our culture empowers every individual to act with ownership, embrace change and grow with purpose. We consciously foster a workplace that prioritises well-being, fairness, continuous learning and inclusion.

As we turn the page to the next chapter of our journey, our commitment to innovation, sustainability and excellence remains steadfast. Our 5-5-5 Vision achieving USD 5 billion in GMV, 5% PAT and doing so within five years—serves as a bold reflection of our aspirations and the confidence we place in our strategy.

We are proud to be certified once again as a Great Place To Work—a recognition that affirms our people-first philosophy. We continue to invest in training and development, while cultivating an environment of trust, transparency and mutual respect.

EMBEDDING SUSTAINABILITY INTO OUR DNA

As we strive for sustainable growth, we are integrating Environmental, Social and Governance (ESG) principles into our core operations. Our sustainability-linked finance initiatives with global institutions such as HSBC and Emirates NBD are a step in that direction—reinforcing our belief that long-term value creation must be aligned with broader societal good.

We are equally committed to uplifting communities through education, empowerment and meaningful CSR initiatives. For us, giving back is not an afterthought—it is integral to how we define success.

CHARTING THE ROAD AHEAD—TOGETHER

As we look ahead, we are more focused than ever on driving our shared vision forward—with clarity, conviction and compassion. We will face challenges, no doubt. But with the strength of our culture, the support of our partners and the dedication of our people, I am confident we will continue to grow responsibly, create lasting impact and shape a brighter future together.

Thank you for being an integral part of our journey.

Warm regards,

DR. DEEPAK KUMAR SETH

Chairman

Executive Vice Chairman's *message*



DEAR SHAREHOLDERS,

Celebrating 25 Years of Trust and Transformation

Reaching the 25-year mark, I feel immense pride in the journey we have undertaken—one shaped by a deep commitment to values, people and purpose. From a humble start, we have grown into a global platform serving over 250 brands and retailers, with a footprint across 24 countries. This milestone is not just a celebration of longevity, but a reaffirmation of the principles that have guided us—agility, partnership and resilience.

Over the years, we have weathered disruptions, navigated new realities and continuously evolved our business model. Through every challenge, our people and culture have been our greatest strength. Together, we have built a platform that is future-ready and driven by impact.

A SHIFTING INDUSTRY LANDSCAPE

The fashion and retail industry is undergoing structural shifts, driven by a combination of global macroeconomic uncertainty, supply chain realignment, technological disruption and an ESG rethink. We are witnessing a decisive move by brands and retailers towards front-end customer focus, with more responsibility being transferred to vendors. This includes expectations around design, inventory management, speed to market and warehousing capabilities.

Business models are being reshaped. Agents and intermediaries that do not add value are disappearing, while full-service, design-capable vendors and domestic importers are gaining ground. The post-tariff world, rise of AI-led disruption and evolving consumer preferences have further complicated the operating environment—but within this lies immense opportunity.

EXECUTING WITH FOCUS AND FORESIGHT

At PDS, we are responding to this transformation with a clear and focused strategy built around four priorities. First, we are strengthening our core operations with a sharper focus on driving efficiency, deepening customer relationships and unlocking the full potential of our design led sourcing and brand management capabilities. We are reinforcing our manufacturing presence in Sri Lanka, Bangladesh and expanding in India—improving speed-to-market and enhancing quality. Simultaneously, we are deepening our presence in key geographies such as North America, where our teams are driving customer acquisition and commercial growth.

We are broadening our product portfolio beyond apparel, with focused entry into categories such as footwear, beauty, home and lifestyle—aligned with emerging consumer needs. We are also strengthening our design and value-added services, building end-to-end capabilities across the product lifecycle with an emphasis on sustainability, circularity and speed.

At the platform level, we continue to invest in infrastructure, people and digital tools to unlock operating leverage and scale synergies across our verticals. These efforts are enabling us to serve customers faster, more efficiently and with greater purpose.

ADVANCING OUR 5-5-5 VISION

Our long-term ambition is captured in our 5-5-5 strategy—to achieve USD 5 billion in GMV and 5% PAT in five years. This is more than a financial goal—it is a reflection of our belief in the PDS model, our entrepreneurial ecosystem and the strength of our people.

We are adapting our commercial models to partner with IP-led businesses, participate in fast fashion supply chains and explore new sourcing frameworks under the China+1 strategy. We are taking over supplier operations where needed, building stronger design capabilities and maintaining sharp financial discipline. These actions are positioning us to capitalise on global tailwinds while proactively managing risk.

OPPORTUNITIES IN DISRUPTION

The challenges facing the industry are also creating space for new leaders to emerge. Retailers are looking for partners who can solve problems, move fast and deliver sustainably. Our asset-light, agile platform gives us the ability to respond with creativity and scale, positioning us as a trusted partner in this evolving ecosystem.

We are also reimagining the way we do business—leveraging data, enhancing compliance, simplifying structures and continuing to invest in innovation. Our shift from a traditional product business to a solutions-led, entrepreneurial model is driving a step-change in how we create value.

BUILDING THE FUTURE—TOGETHER

As we step into the next 25 years, we do so with the same entrepreneurial spirit, cultural conviction and growth mindset that brought us here. Our focus is clear: to create value that is sustainable, inclusive and future-focused. None of this would be possible without the belief of our shareholders, the dedication of our people and the trust of our partners.

On behalf of the entire PDS family, thank you for being part of our journey. The future holds immense promise—and we are ready to embrace it, together.

Warm regards,

PALLAK SETH

Executive Vice Chairman

Group CEO's *message*

DEAR SHAREHOLDERS,

Delivering Performance & Sustaining Growth Amidst Global Headwinds

Twenty-five years ago, PDS began with a simple mission—to connect fashion brands with reliable sourcing partners from across the globe and elevate regional producers into international players. Today, PDS is a global platform operating across 22 countries, with strong customer relationships with some of the world's most iconic brands and delivering more than ₹ 18,700 crore in merchandise value annually.

FY25 was a milestone year, a culmination of two-and-a-half decades of learning, evolving and most importantly, agility. The conditions affecting the fashion supply chain in 2024-25 delivered a unique set of circumstances: rising inflation, shifting geopolitical conditions, major changes in trade policies and evolving consumer expectations. While there have been record fluctuations in the industry as a result of these changes, at PDS we focused on reinvention and leveraging our diversified holdings across regions to navigate these headwinds and maintain course for long term success.

We entered the year not just as a sourcing partner, but as a Global Supply Chain Solutions Partner spanning design, supply chain services, sustainability and manufacturing. Today, we provide full-stack capabilities to some of the world's leading brands, thanks to the collective efforts of our over 4,200 employees and over 6,000 factory associates around the world. Our diligence and hard work has helped us maintain a strong market presence and lay the groundwork for greater success in the future.

TO SUM UP OUR OVERALL PERFORMANCE, PDS CLOSED THE YEAR WITH:

- 25% year-on-year growth in Gross Merchandise Value (GMV) to ₹18,744 crore (~\$2.2 billion)
- 21% increase in revenue to ₹12,578 crore (~\$1.49 billion)
- 19% increase in Profit After Tax (PAT) to ₹241 crore
- 25% growth in Normalised EBITDA

We witnessed growth across all regions, with Americas leading at 39% YoY, Europe at 21% and UK not far behind. Our SaaS division alone supported over \$730 million in GMV, growing 56% YoY. We also maintained our margin trajectory, with normalised PAT margins at 1.9%. This broad-based growth reflects our diversified business model and operational efficiency.

Last 2 years, PDS has made significant investments across various growth initiatives including but not limited to deriving more sales out of North America market, New Lobster, deriving more sales from Brands and starting many other New Verticals. On the whole, these initiatives have taken longer than anticipated to generate requisite sales and profits thereof. This is expected to put pressure on the profits of the company in the near term. The management has started to take requisite measures to get to desired profitability from these initiatives plus other cost rationalization & transformation measures to enhance profitability.

KEY MILESTONES

In FY25, we acquired a 55% stake in Knit Gallery, a high-capacity Indian knitwear manufacturer with 14 production units, 4 warehouses and over 3,000 employees. This move enhances our ability to offer near-shoring to global clients—especially in the UK, where our sourcing volume is scaling rapidly with an order book of over \$1 billion in GMV. This acquisition will play a central role in integrating sustainability, traceability and speed-to-market into our value proposition.

We successfully executed a Qualified Institutional Placement (QIP), raising ₹ 430 crore (~\$51 million). These funds have been conservatively deployed for strategic initiatives and the capital enhances our agility in expanding manufacturing, investing in technology and exploring future M&A aligned with our roadmap.

POLICY SHIFTS AND GLOBAL TRADE

FY25 saw two major policy shifts that we strategically leveraged. The newly introduced U.S. tariffs on global imports are likely to accelerate retailer interest in diversifying away from traditional sourcing hubs. To meet this shift, we plan to deepen engagement across our diversified sourcing network—including India, Vietnam, Sri Lanka, Egypt, and Turkey—and with the Foundry Group we intend to strengthen our U.S. presence. Meanwhile, the UK-India Free Trade Agreement is set to reduce or eliminate tariffs on Indian apparel, unlocking new opportunities to scale supply to our longstanding UK client base. To further enhance our capabilities, we have signed a binding agreement to acquire a 55% stake in Knit Gallery, which will enable us to offer agile, sustainable, and traceable near-shoring solutions to global clients. These initiatives are aligned with our long-term strategy to drive value through market responsiveness, speed, and compliance.

We entered the year not just as a sourcing partner - but as a global solutions company spanning design, supply chain services, sustainability and manufacturing.

EXECUTING THE VISION OF PDS' 555 JOURNEY

Two years ago, we set out on an ambitious plan: 555—our vision to achieve \$5 billion in GMV and 5% PAT. FY25 has shown that this is not just aspirational, it is actionable. We're already crossing the checkpoint achievement of:

\$2.2bn GMV ; ~45% of target
\$29mn PAT; ~17% of target

More importantly, our cost optimisation strategy (developed in collaboration with BCG) is expected to drive bottom-line benefits along with margin expansion, tighter working capital and throughput improvements across verticals.

Celebrating 25 Years of PDS As A Global Platform

Looking back, PDS has come a long way - from our humble beginnings in 1999 to becoming a trusted partner to global fashion giants. What started as a sourcing business is now a Global Supply Chain Solutions Partner, capable of design, data, delivery and disruption.

Our growth has never been about size alone. It has been about relevance, agility and excellence. We've stayed relevant by embracing change, attracting talent and delivering value - year after year, region after region and always pushing the boundaries.

The coming year includes a lot of the continuing concerns of the previous one. Fashion cycles are shortening, customers are demanding more and the regulatory landscape continues to evolve. But we are not daunted as we persevere, leveraging our strategic vision and strong foundation to set PDS on the road to success in FY26

Our focus will remain on scaling operations, increasing wallet share, digitising decision-making and doubling down on sustainability. Whether through expanding our design services, scaling sustainable materials and recycling solutions, or driving category diversification into home and lifestyle, we will continue to evolve ahead of the market. We will continue to lead where others follow - and build not just for growth, but for longevity.

SANJAY JAIN
Group CEO

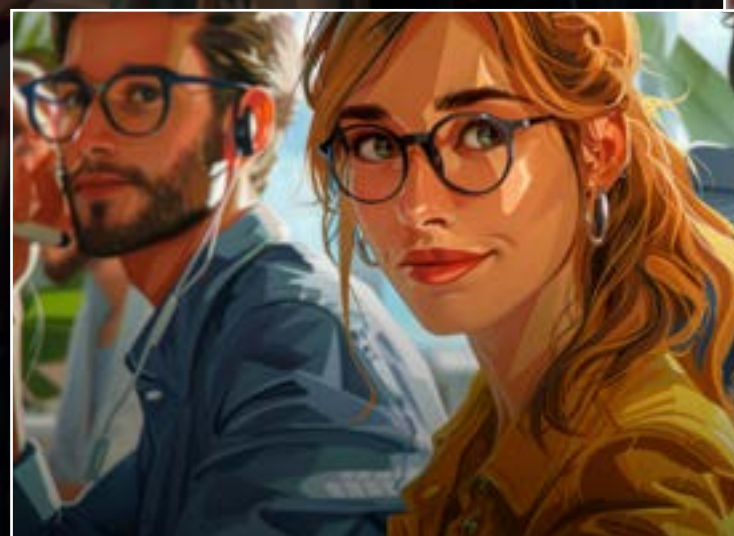
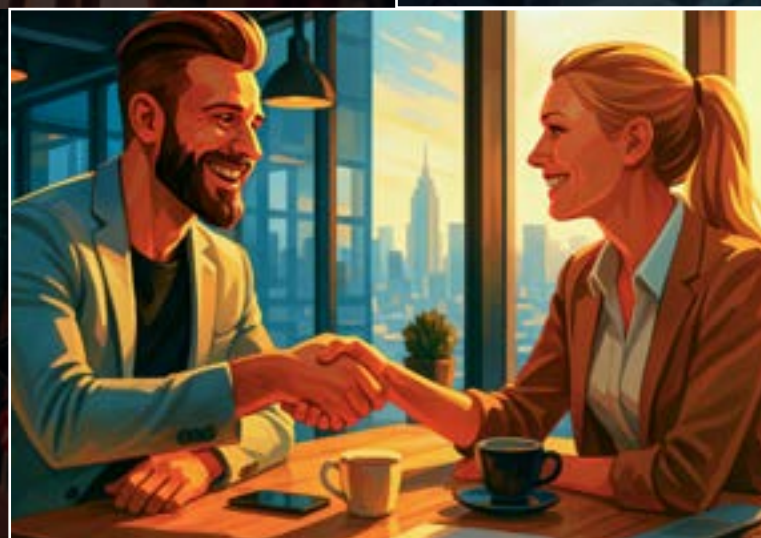
Rooted

in VALUES for 45 YEARS

 PDS

Our values have been woven in everything we create. Together they have stitched our progress and helped us cultivate a culture of trust. Our values remain the thread that binds every aspect of our business together.

Trust,
Integrity and
Ethics
Page.48



People
First
Page.32



Social
Responsibility
Page.58



Transparency,
Collaboration and
Teamwork
Page.38

Entrepreneurial
Spirit
Page.22

Customer
Centricity
Page.28

An artistic illustration of a woman with her hair in a bun, wearing a red top with a black floral pattern. She is standing in a fashion design studio or atelier. The room is filled with fashion sketches on the walls, mannequins wearing various outfits, and sewing machines on tables. The lighting is dramatic, with strong highlights and shadows. The overall color palette is dominated by reds, blacks, and greys, with a hint of blue from the sketches.

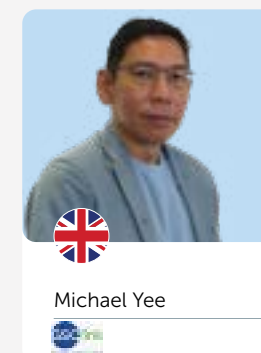
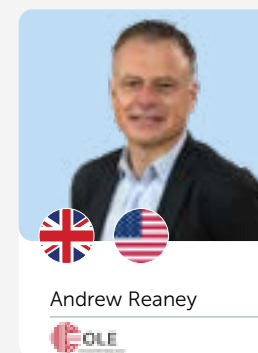
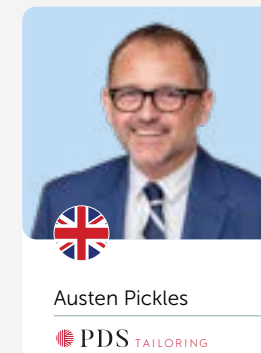
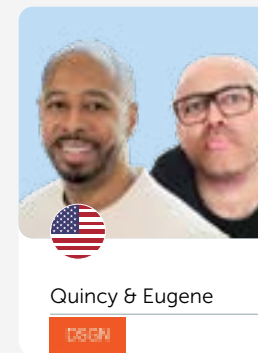
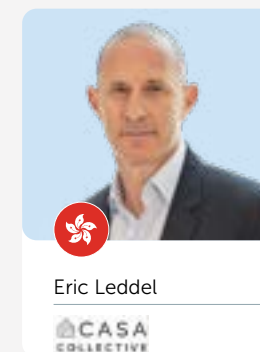
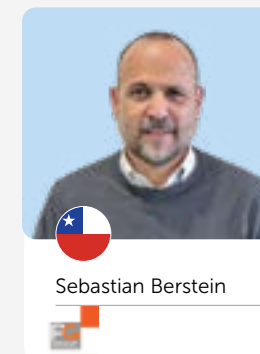
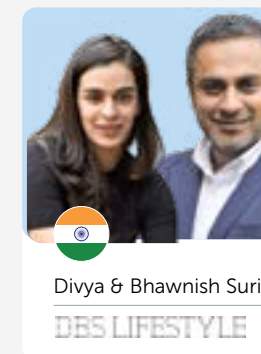
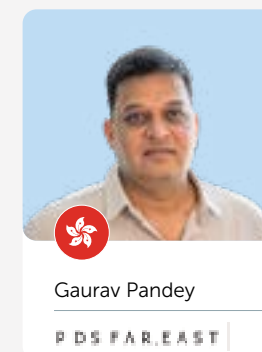
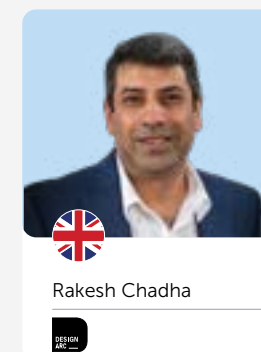
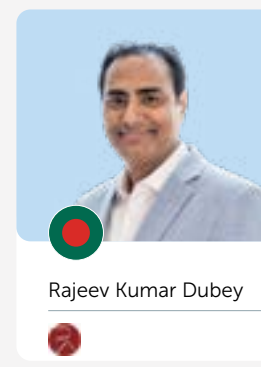
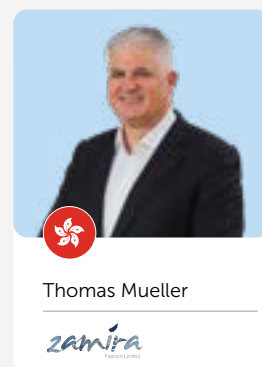
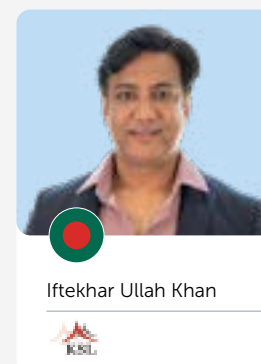
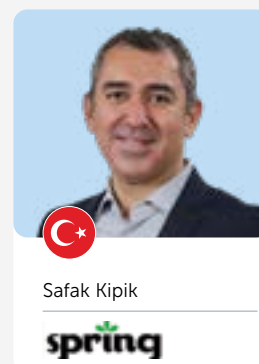
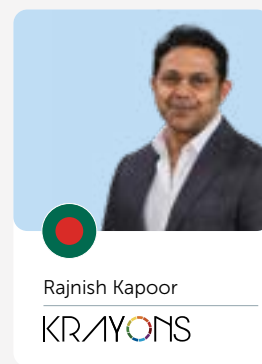
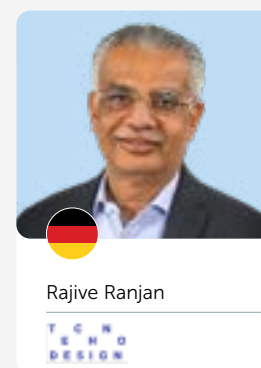
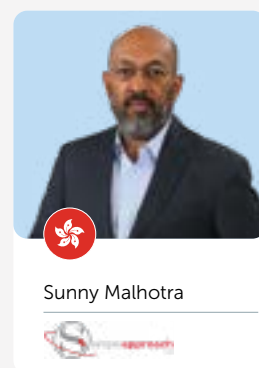
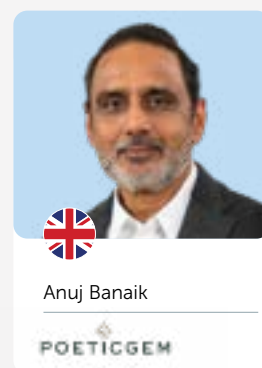
Entrepreneurial

Entrepreneurship is more than a trait—it is a way of thinking, creating and evolving. It fuels our hunger to challenge the status quo, experiment boldly and stay ahead of fashion's ever-changing rhythm. This spirit permeates everything we do—from product innovation and market agility to empowering our people to think big and act with confidence. In this section, we explore how our entrepreneurial ethos shapes our leadership mindset, nurtures a culture of innovation and keeps us finely attuned to the aspirations of the modern consumer.

Business Vertical

Heads

PDS's global operations are driven by dynamic leadership across diverse geographies and business verticals. Each leader plays a pivotal role in shaping our strategic direction and delivering value across the fashion supply chain.

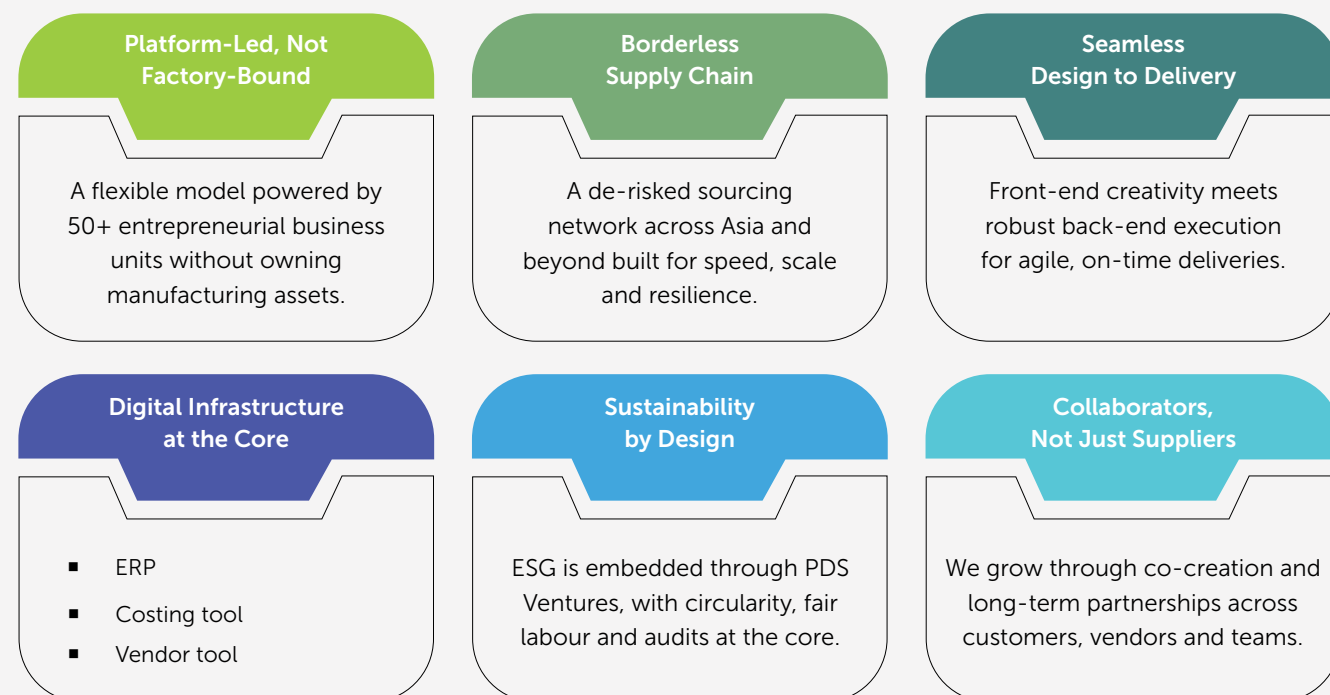


Our Fashion *canvas*



Our agile and scalable platform enables us to offer end-to-end solutions across every stage of the fashion lifecycle.

From concept to consumer, we combine creative capabilities, robust supplier networks and regional expertise to simplify complexities and generate value for our partners. The synergy between our service lines allows us to deliver breakthrough solutions that strengthen customer positioning in today's dynamic fashion environment.



NAVIGATING A DYNAMIC OPERATING LANDSCAPE

STRATEGIC OUTSOURCING

To optimise costs and enhance operating efficiency, an increasing number of fashion brands are outsourcing production to regions with competitive costs and established manufacturing expertise. This approach enables brands to focus more on core functions such as design and marketing while tapping into specialised production capabilities worldwide.

Our Contribution

We offer end-to-end sourcing as a service, where we act as trusted partners for leading global retailers. By closely collaborating with the merchandising teams of retailers and leveraging the skills of over 250 designers, we curate bespoke offerings and manage sourcing requirements across different regions.

INDIA'S GROWING GLOBAL TEXTILE FOOTPRINT

India's textile and apparel industry is gaining traction through robust policy interventions, expanding manufacturing infrastructure and targeted export incentives. The Government has rolled out numerous policies, including the Production Linked Incentive (PLI) Scheme and PM MITRA, aimed at boosting apparel manufacturing. Successful execution of these initiatives will drive higher investments and accelerate sectoral growth. This will also strengthen domestic manufacturing by reducing reliance on imports and encouraging the production of man-made fibre (MMF) apparel and technical textiles.

Our Contribution

We enhanced our domestic manufacturing capabilities through the acquisition of Knit Gallery. As Fashion Partner at Bharat Tex 2025 for the second year, we showcased our expertise and the value we add across the fashion value chain.

DEEPENING SUSTAINABILITY COMMITMENT

With greater consumer awareness, the demand for eco-friendly products is on the rise. This shift towards sustainable fashion is compelling brands to integrate eco-friendly practices throughout their supply chains. This trend is offering brands an opportunity for strategic repositioning, wherein those companies that adopt innovative designs and responsible production techniques stand the chance to drive growth in the long run.

Our Contribution

We embed ESG principles across our operations, aligning with global frameworks to reduce waste, lower emissions and adopt renewable energy. Through responsible sourcing and inclusive practices, we aim to build a circular, climate-positive and socially conscious value chain.

LOCALISED PRODUCTION

As global fashion brands continue to expand, localised production is emerging as a sustainable and efficient alternative. Collaborating with local manufacturers and artisans minimises transportation costs and carbon footprint while also contributing to regional economic growth.

Our Contribution

Over the years, we have established a deep-rooted presence across key sourcing locations, such as Turkey, Vietnam, Bangladesh and India. By integrating local expertise into our operations, we are able to sustain long-term, value-driven partnerships while ensuring agility, efficiency and tailored solutions for our customers.

TECHNOLOGICAL ADVANCEMENTS

Across the apparel supply chain, technology integration is emerging as a competitive advantage. Increasing deployment of this technology will bring about a noticeable change in key areas such as product design, development, merchandising, raw material sourcing, supply chain management, marketing and e-commerce.

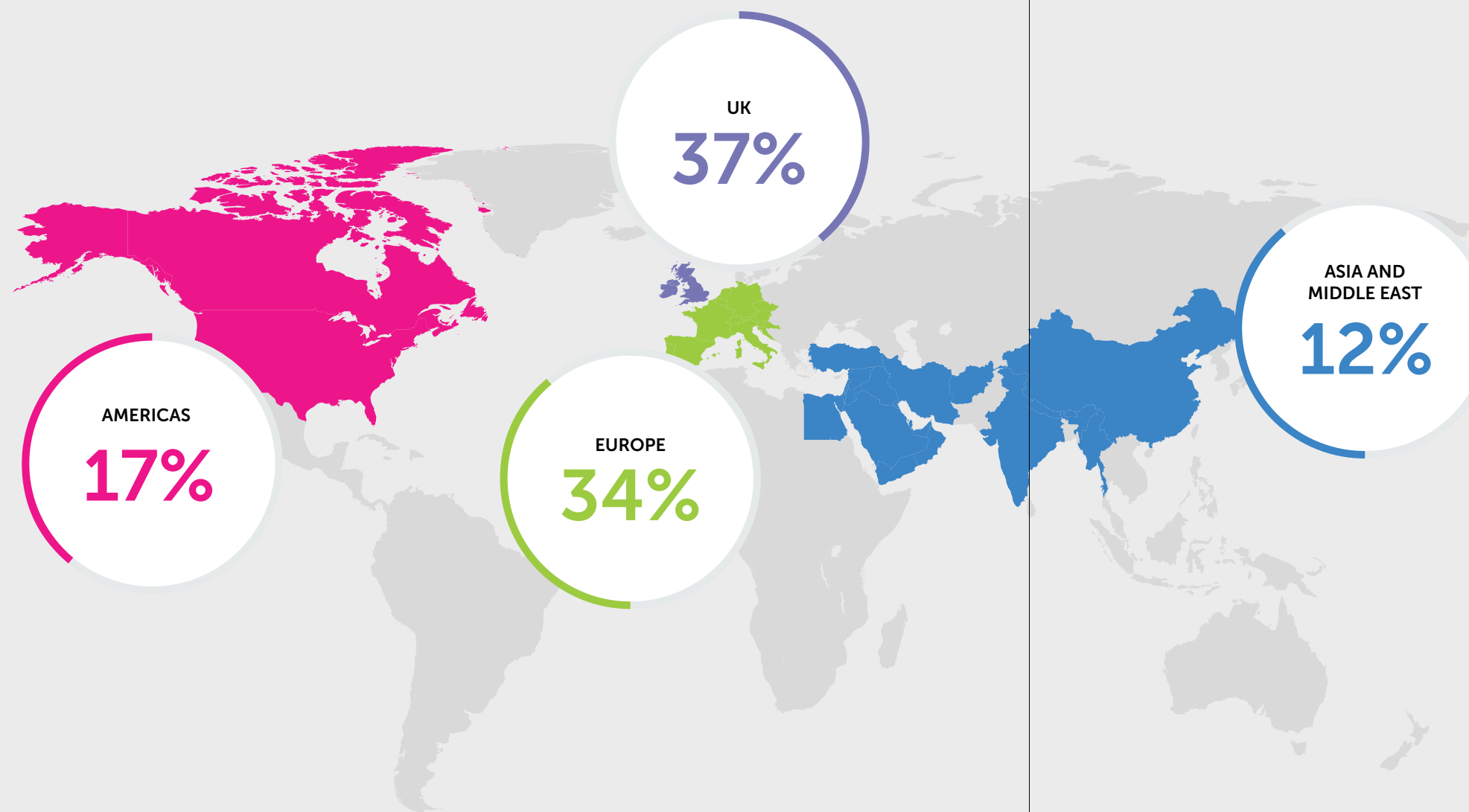
Our Contribution

We are blending the art of fashion with the precision of technology, crafting a future-ready business model. We leverage data analytics to improve decision-making with real-time insights. Our cloud-based supplier collaboration platform and PDS Conquer framework enable us to streamline internal processes and drive efficiency.

A woman with dark curly hair, wearing a red and black floral dress, is shown in profile, looking at a rack of clothes in a boutique. The background is softly lit with warm, bokeh lights. The word "Customer" is written in white, and "Centricity" is written in a large, flowing, light blue script font across the bottom of the image.

Customer

Placing the customer at the core of our strategy is fundamental to how we operate. We strive not merely to meet expectations but to anticipate and respond to evolving needs with precision and insight. These learnings inform our business decisions, drive innovation and enable the delivery of tailored, high-impact solutions. Each interaction serves to reinforce trust and strengthen relationships. Through consistent responsiveness and relevance, we aim to build enduring partnerships that enhance customer experience and support long-term, sustainable growth in a competitive global landscape.



We cater to a wide range of customers across key markets including the UK, Europe, North America, South Asia and other emerging regions.

We are committed to delivering value through deep partnerships, agile supply chains and tailored fashion solutions that meet the evolving needs of our global clientele. Our category portfolio spans womenswear, menswear, kidswear, essentials and lifestyle products—reflecting the breadth of our design and sourcing capabilities.

EXPANDING CUSTOMERS BASE

We see significant opportunities to deepen our customer relationships by expanding into adjacent categories,

introducing flexible sourcing solutions and supporting emerging brand needs. Our ability to offer fast, small-batch production with shorter lead times positions us well to serve agile and trend-responsive customers.

Additionally, by strategically expanding our network of sourcing countries, we are able to avail and pass on tariff and duty benefits, thus enhancing our value proposition. We also see scope to increase wallet share by offering integrated category management, brand development

services and sourcing support to customers looking to streamline operations and focus on their core capabilities. We continue to grow our presence by increasing wallet share with existing partners and entering new geographies and categories through a flexible, demand-driven model. Our ability to offer fast production models, smaller order quantities and shorter lead times—enables us to serve dynamic and niche segments.

CATEGORIES



Men's Wear



Women's Wear



Children Wear



Home and Others



Accessories



Footware

STRATEGY TAILORED TO MARKETS

Across our key markets, we are witnessing a structural shift in how retailers approach sourcing and category management—presenting compelling opportunities for PDS to deepen our strategic relevance.

In the UK and Europe, many retailers are rationalising costs and simplifying their operating models by outsourcing non-core categories and consolidating regional sourcing functions. PDS is well-positioned to step into this evolving landscape by offering an end-to-end sourcing-as-a-service model. Our approach goes beyond traditional vendor relationships—we

act as an extension of our customers' own teams, managing categories, driving efficiencies and supporting design and product development. By attracting top industry talent and investing in our on-ground capabilities, we are enhancing delivery and ensuring agility, responsiveness and consistent value creation for our partners.

In the United States, the market is undergoing significant transformation due to ongoing tariff fluctuations, consolidation among brand owners and a broader shift towards leaner retail operations. As in-house sourcing teams shrink, retailers are increasingly seeking reliable, cost-effective and flexible partners.

PDS is well positioned to meet this need by providing design-led, agile production solutions and exploring nearshoring options through duty-beneficial regions such as Mexico, Central America and North Africa. Our ability to deliver fast, compliant and scalable solutions positions us as a natural ally for brands navigating this complex environment.

Through this dual-pronged strategy, rooted in deep customer understanding and market responsiveness, we are not just supporting our clients—we are helping shape the future of global sourcing in a more connected, efficient and sustainable way.

An illustration of two people in a meeting. In the foreground, a woman with long, wavy blonde hair tied back, wearing black-rimmed glasses and a yellow jacket, looks towards the camera with a slight smile. Behind her, a man with short brown hair, a beard, and blue-rimmed glasses is looking at a laptop screen. He is wearing a blue jacket and has white earbuds in. The background is a soft-focus office setting with green plants and a window.

People

first

We aim to foster an engaging environment where our people are valued, treated with respect, empathy and compassion and where diversity is a priority. We believe that our people are our greatest asset and we are committed to investing in their growth, well-being and sense of belonging across every level of the organisation.

Nurturing our

talent pool



Our team is a vibrant blend of creativity and diversity, driven by a shared commitment towards innovation and excellence. With a global team of talented professionals, we strive to create an inclusive workplace where people feel acknowledged for their unique perspectives and contributions.

We foster a holistic work culture where every voice is heard and feedback is encouraged, driving meaningful action.

Spanning across 24+ countries with over 90 offices, our global presence is powered by a workforce rich in values, perspectives and ideas. At PDS, we ensure equal opportunities, fair compensation and the right support for each individual to thrive.

CREATING AN INCLUSIVE CULTURE

Our commitment to inclusivity is reflected in the following initiatives:

- **Equal Opportunity Policy:** We are an equal opportunity employer and uphold a zero-tolerance policy towards discrimination or bias. Our people practices are rooted in fairness, transparency, and meritocracy, with a strong commitment to diversity and inclusion.
- **Diversity and Belonging:** Our efforts extend beyond compliance, aiming to cultivate a work culture where everyone feels a genuine sense of belonging, irrespective of gender, ethnicity, or any other characteristic.
- **Fair Hiring and Career Progression:** We provide equal opportunities at every stage of employment, from recruitment to promotions, ensuring merit and performance are the primary drivers of success.
- **Talent Mobility Policy :** We maintain a robust Talent Mobility policy that provides growth opportunities, broadens experiences and sustains employee motivation. It promotes leadership development, drives engagement and fosters collaboration, ensuring all employees have the chance to contribute, grow and thrive within the organisation.

STRENGTH IN DIVERSITY

58%

Women in the workforce

40+

Nationalities

EMPOWERING GROWTH THROUGH CONTINUOUS LEARNING

Our dedication to learning and development is driven by our vision to innovate, expand and equip our employees with future-ready skills. We are committed to cultivating a learning-driven culture with a structured three-tier learning and development framework that supports professional growth . We apply the renowned 70-20-10 method at PDS, with 70% of learning occurs through on-the-job activities, 20% from interactions with peers and mentors and 10% via formal training programmes.

Our Leadership Development programmes feature exclusive Harvard business case studies and executive coaching to enhance strategic decision-making. For People Managers, we offer specialised programmes focusing on areas such as leadership, coaching, delegation among others. We also offer self-learning opportunities and global coaching initiatives that empower employees to continuously learn and adapt to new challenges.

Through PDS Learning Academy, we provide various soft skills & functional trainings along with Business case studies (Harvard Business School) reviews to enable overall professional development of our people.



Certified as Great Place to Work in India

12,000+ learning hours delivered
covering employees across all
business verticals through the
combined efforts of corporate and
local HR business partners.



ANNUAL EMPLOYEE ENGAGEMENT SURVEY

We believe that listening to our people is essential to building a stronger, more engaged, and empowering workplace culture. Each year, we conduct a Group-wide Employee Engagement Survey to gain insights into employee sentiment, celebrate areas of strength, and identify opportunities for improvement. This feedback is instrumental in shaping our culture, informing leadership decisions, and driving continuous improvement across the organization.

Our Employee Engagement Survey achieved an impressive 93% response rate. The survey highlighted high employee pride, strong trust in leadership and confidence in future growth. The overwhelming participation across offices reflects our commitment to a workplace that truly embodies a 'People First' mindset.

- There was a 12% increase in participation of employees, covering over 2,800 employees.

- Employees believe that the management is competent in running the business. They are also aware of the business strategy and understand the high-performance standards in their business vertical.
- Employees take pride in their team accomplishments, driven by the Power of One philosophy.
- Employees feel welcomed at PDS, owing to effective onboarding and the PDS Business Systems.

Total Employee Coverage

2,800+

across 49 verticals in 14 countries

Trust Index

74

Overriding Sentiment

75**EMPLOYEE ENGAGEMENT ACTIVITIES****PDS Talent Hunt**

In November 2024, we launched the '**PDS Group Talent Hunt**,' an initiative designed to enhance fun at work while celebrating the creative spirit of our global teams across business verticals and BET teams.

**PDS Virtual Townhall**

Openness and transparency are fundamental to our culture at PDS. Open communication allows us to share our achievements, hurdles and future aspirations with our employees.

As part of this commitment, we hosted the virtual townhall in FY 2024-25, bringing together over 1400 employees from diverse regions and business verticals. These townhalls provide a platform for leadership to share key business insights and directly interact with employees. During the sessions, employees are encouraged to ask questions, voice concerns and offer feedback — all of which are addressed by the leadership.

1,400+

Employees attended the townhalls in FY 2024-25

**PDS Annual awards****Well-being at Work: Celebrating PDS Wellness Month**

We take a holistic approach to supporting the health and wellbeing of our employees. As part of this commitment, we observed PDS Wellness Day on October 10th, 2024, aligning with World Mental Health Day. This year's global theme, 'It is time to prioritise mental health in the workplace,' strongly aligned with our values and reinforced our ongoing efforts to make mental well-being a top priority.



An illustration of a man and a woman standing in a clothing store. The man is on the left, wearing a light blue button-down shirt, smiling. The woman is on the right, wearing a colorful floral patterned blouse tied at the waist and dark pants, also smiling. They are surrounded by racks of colorful clothing and a sewing machine is visible in the background.

Transparency,
Collaboration and

Teamwork

At the heart of our thriving culture lies the power of open, transparent communication. It keeps us stay aligned, inspired and united, no matter the challenge. By fostering a workplace where ideas flow freely and every voice is heard, we create a sense of shared purpose that strengthens collaboration across all levels. In this section, we explore how clear communication, cohesive leadership and a culture of mutual trust empower us to act as one, adapt with agility and push forward—together, stronger.

Adopting newer

Technology

Technology has been a driving force behind our success and has success, enabling us to evolve from a traditional sourcing company to a tech-enabled global platform.

With our 555 vision, we are re-booting technology investments to embark on 360-degree digital transformation across the PDS group.



IT VISION

Catalysing business goals by leveraging technology and innovation.

VALUE CHAIN DIGITISATION

- PDS is making substantial tech investments into key strategic business areas to enable digital transformation across the group. A significant portion of these investments is focused on digitising the value chain to optimise ROI.
- Key initiatives include the development of an 'Intelligent Pricing System' aimed at addressing leakages in gross margin. We are collaborating with BCG to design and build this platform, which will become a proprietary asset for the Company. The tool will help our frontline merchandising team to quote right price to our customers by analysing the historical price points for a given style and macro

INDUSTRY

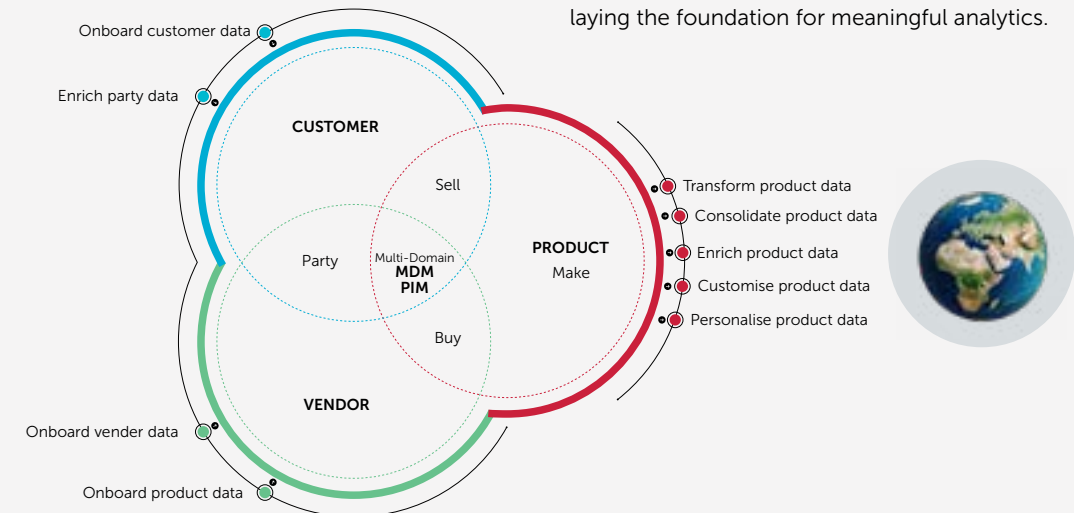


economic trends such as commodity index and inflation etc., in the real time.

- Given the fast-fashion trends and ever-shortening supply cycles, it is essential to understand, plan and monitor the real-time availability and productivity of the 3Ms (Machines, Materials and Manpower). Our key manufacturing facilities in Bangladesh are embracing Industry 4.0 framework. As part of a strategic partnership, we have onboarded Bangalore based 'Trackwel' MES (manufacturing execution system) partner to digitise our production facilities and provide IoT based real-time analysis of the 3M's.

RE-IGNITE THE CORE

Data is essential to enable meaningful, real-time analysis. At the same time, it is crucial to invest and upgrade our core financial system (SAP), providing key stakeholders insights on the financial health of the Company.



- We have initiated the SAP migration journey to S4 HANA, with plans to complete the transition by 2026-27. Moving to the new S4 HANA will enable faster financial consolidation and provide key insights and dashboards, leveraging its built-in AI capabilities.
- At the same time, we are exploring various MDM platforms to re-engineer and curate the master data across the PDS group. This would provide a 360-degree visibility for cross-company analysis and drive much need standardisation, laying the foundation for meaningful analytics.

FOSTER DIGITAL COLLABORATION

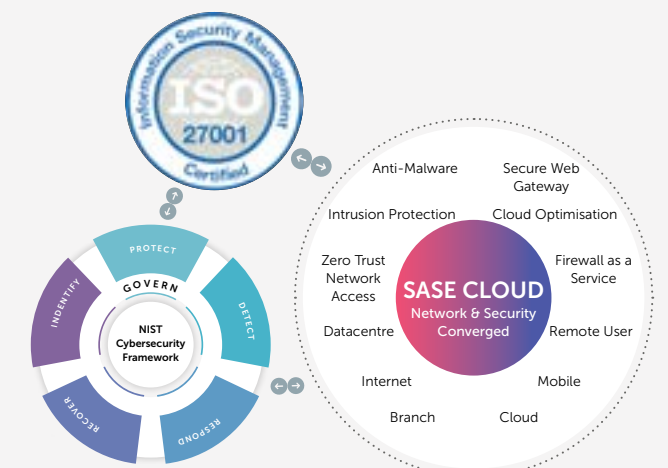
The ease of online transactions and digital platforms has fostered a more interconnected global economy, shrinking the physical boundaries between businesses and individuals. Maintaining strong connections with suppliers and customers is vital for businesses. Strong supplier relationships ensure reliable product quality and cost-effectiveness, while robust customer relationships foster loyalty and repeat business, ultimately driving profitability and growth.

- PDS group continues to drive the in-house 'Weave' supplier onboarding platform to manage invoices, track shipments and process payments. Integrated with our SAP financial system, it provides real time inputs into supplier data and payables, ensuring accuracy and consistency in the transactions processing.
- Factory compliance is of utmost importance to our valuable customers. The PDS Conquer tool continues to drive third-party factory audits by providing ease of scheduling, generating questionnaire list and logging quality issues along with photographs and corrective plans. We are upgrading the UI / UX and extending the functionality to the mobile platform by engaging an external partner as a part of our co-create tech strategy.
- PDS has initiated changes to the customer-facing website to foster collaboration. We have onboarded a digital agency partner who is working with our UK-based communication team.
- Watch out the space for an exciting insights into the PDS world.

CYBERSECURITY – SECURING THE FUTURE

Cybersecurity is critical for PDS group as its safeguards sensitive data, maintains customer trust, ensures regulatory compliance and supports business continuity. By protecting against cyberattacks, organisations can minimise financial losses, reputational damage and operational disruptions, ultimately enhancing their overall success and stability.

- PDS is embarking on a large-scale multi year cybersecurity journey based on the industry-leading SASE framework and NIST cybersecurity guidelines. This will actively protect the group from cyber financials frauds such as BEC, Ransomware and more. Having already achieved ISO 27K security certifications this move reinforces PDS Group's commitment to protecting key shareholder data and assets.



Shaping the future of *fashion*



PDS Ventures fuels innovation by investing in visionary ideas that shape the future of fashion and sustainability. With a diverse portfolio spanning the retail value chain, we support transformative technologies that align with global sustainability goals.

Our investment strategy focuses on early-stage entrepreneurs driving innovation across the fashion value chain, from material science and sustainable practices to cutting-edge fashion technology. By collaborating with suppliers, customers and stakeholders, we inculcate responsible innovation and promote ethical practices on a global scale.

2018

Founded

PDS VENTURE ECOSYSTEM

Innovate

Through PDS Ventures, we aim to drive disruptive technologies and innovations that strengthen the PDS ecosystem.

Operate

Delivering sourcing and manufacturing solutions for top brands and retailers through the PDS Platform.

Invest

We develop new partnerships and invest in businesses aligned with the PDS vision.

OUR NETWORK

Innovators

Supporting market disruptors by providing strategic guidance and resources to scale their innovations. Delivering sourcing and manufacturing solutions for top brands and retailers through the PDS Platform.

MATERRA **UPCYCLE LAB** **ColorFix**

Collaborators

Partnering with globally renowned institutions to drive sustainability and promote circularity initiatives.

UNEP **WORLD ECONOMIC FORUM** **FAIR FASHION** **CK** **WORLD ECONOMIC FORUM**



Investors

Building a strong network of global investors, Corporate Venture Capital (CVC) firms and family offices to co-invest with PDS.

H&M Group **BESTSELLER** **TRUE.**

Customers

Delivering cutting-edge innovations to customers by connecting them with disruptive companies.

H&M **Walmart** **RALPH LAUREN** **KOHLS**

INVESTMENT AREAS

Material Science
Innovation

Manufacturing and
Process Solutions

Post-Consumer/
Circular Solution

Transparency and
Traceability in
supply chain

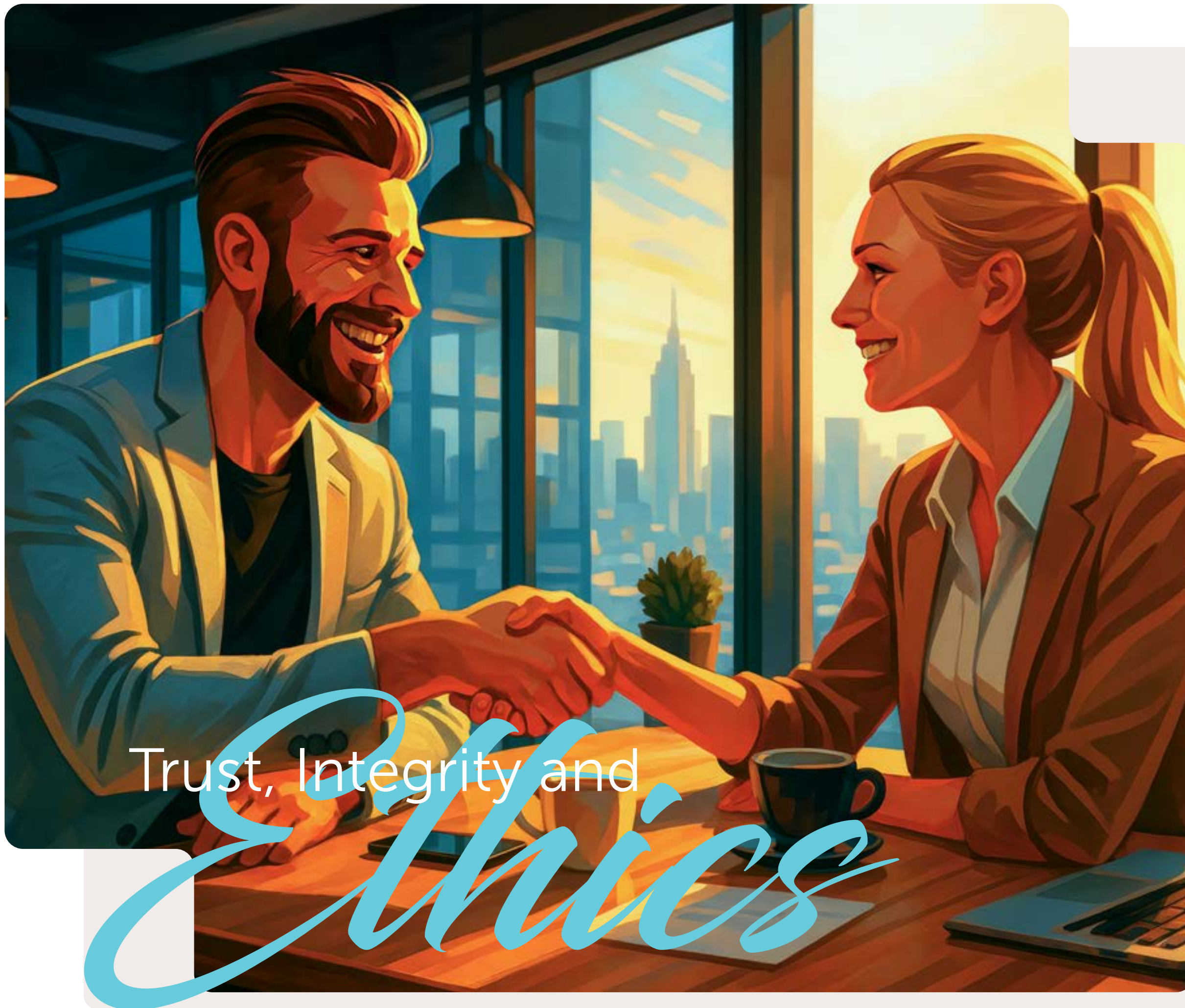
Fashion Tech
Enablers

PORTFOLIO COMPANIES



GLOBAL INVESTMENTS





Trust, Integrity and

Ethics

Our business is built on a solid foundation of trust. We lead with integrity, uphold the highest ethical standards and hold ourselves accountable through strong governance and unwavering compliance. Guided by transparency and anchored in responsibility, we cultivate enduring partnerships built on confidence and credibility. Our commitment to doing what is right—every time, with every stakeholder—ensures we not only meet regulatory expectations but exceed them, reinforcing a culture where leadership, risk awareness and ethical conduct move in perfect alignment.

Governance

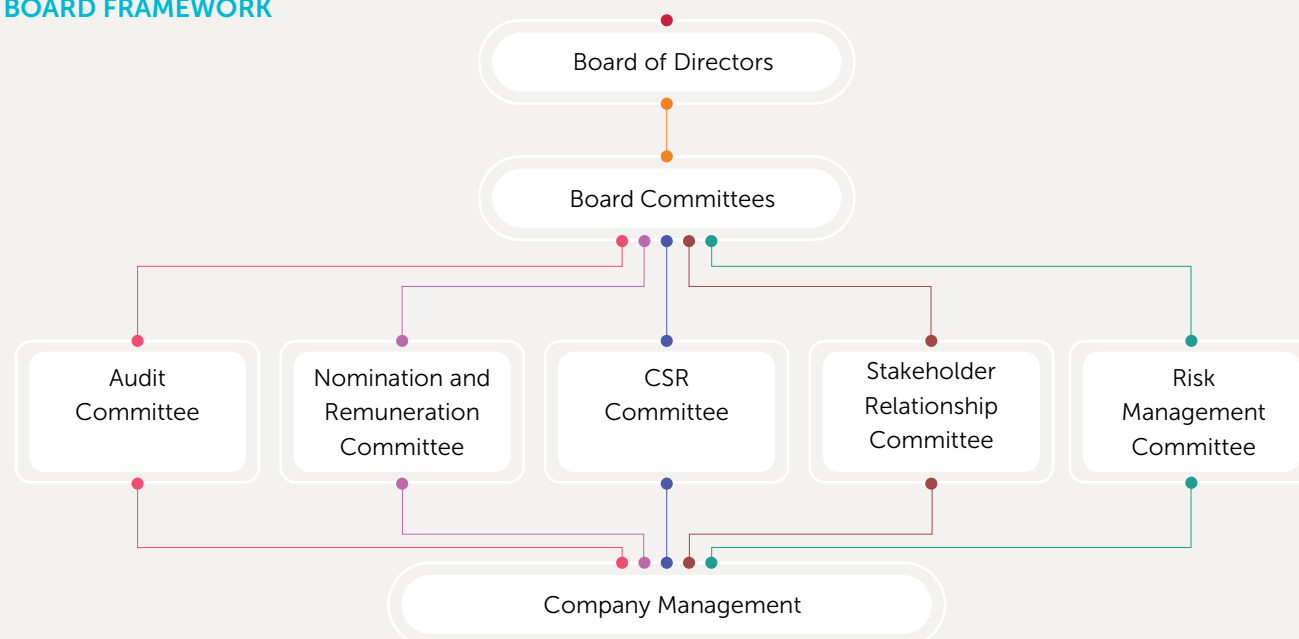


We believe that sound governance is essential to ensuring business continuity. Our well-structured leadership approach ensures that policies are not only transparent but also effectively implemented.

OUR PHILOSOPHY

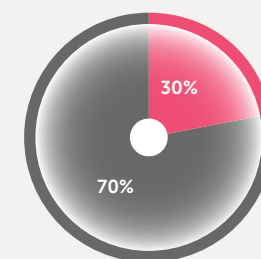
Integrity, accountability and responsible business conduct are at the core of our operations at PDS. We maintain strong internal governance standards to ensure ethical practices, individual responsibility and transparency in all disclosures.

BOARD FRAMEWORK



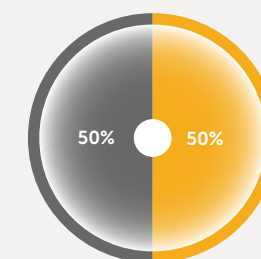
BOARD METRICS

Board diversity (in %)



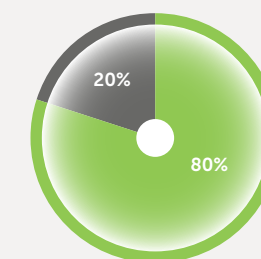
● Women
● Men

Board independence (in %)



● Independent Directors
● non-independent directors

Board age profile (in %)



● < 50
● > 50

KEY POLICIES

Our governance policies are regularly reviewed and overseen by designated board committees to ensure ethical business conduct.

Policies	Monitoring and reporting
PDS Chemical Policy	-
PDS Animal Welfare & Animal Derived Materials Policy	-
Biodiversity Policy	PDS Sustainability Board
Policy on Board Diversity	Nomination and Remuneration Committee
Employee Code of Conduct	Audit Committee
Environmental Policy	PDS Sustainability Board
Occupational Health and Safety Policy	PDS Board
Stakeholder Engagement Policy	Stakeholders Relationship Committee
Vigil Mechanism Policy	Audit Committee
Human Rights Policy	HR Committee
Sustainable Supply Chain and Responsible Sourcing Policy	ESG Committee
Sustainable Packaging Policy	PDS Sustainability Board

CODE OF CONDUCT

We have a comprehensive Code of Conduct, outlining our Company's rules, regulations and expectations for our personnel, suppliers, senior management and Board members. Adherence to these principles is strictly enforced, with a zero-tolerance stance for any violations.

WHISTLE BLOWING AND ETHICS HOTLINE





[HTTPS://PDSLTD.COM/ETHICS-HOTLINE/](https://pdsLtd.com/ethics-hotline/)

PDS Group and its subsidiaries are committed to conducting business with integrity while complying with applicable laws across the geographies in which the organisation operates. Our Whistleblower Policy provides a secure and confidential platform through which any stakeholder (employee, vendor or customer) can raise concerns about any suspected violation of any laws applicable to the PDS Group or breaches of the Company's Code of Conduct and Ethics.

The Ethics Hotline is available on the Company website. Individuals can also raise concerns by sending an email to the Audit Committee Chairman. This approach ensures anonymity and protects the whistleblower against retaliation. It facilitates prompt action, helping us uphold ethical standards and prevent malpractices across our workspace.

Board of
Directors



Dr. Deepak Kumar Seth
Non-Executive and
Non-Independent Director
   





Payel Seth
Non-Executive and
Non-Independent Director



Pallak Seth
Executive Director
 








Robert Sinclair
Independent Director
 



Mungo Park
Independent Director



COMMITTEE DETAILS  Chairperson |  Member

-  Audit Committee  Stakeholders' Relationship Committee  Nomination and Remuneration Committee
 Risk Management Committee  Corporate Social Responsibility Committee

**Payel Seth has resigned as a Non-Executive and Non-Independent Director w.e.f. close of business hours on March 31, 2025 due to her other pre-occupations and other personal commitments.*

**Mungo Park has resigned as a Independent Director w.e.f. close of business hours on March 31, 2025 due to his other pre-occupations and other personal commitments.*






Parth Gandhi
Non-Executive and
Non-Independent Director
  




Yael Gairola
Non-Executive and
Non-Independent Director



Nishant Parikh
Independent Director
  



BG Srinivas
Independent Director




Sandra Campos
Independent Director


Leadership Team



Sanjay Jain
Group Chief
Executive Officer



Rahul Ahuja
Group Chief
Financial Officer



Reenah Joseph
Deputy Group Chief
Financial Officer



Paul Wright
Group ESG
Director



Suresh Punjabi
Executive Director -
Internal Audit, Assurance
& Risk Management



Prakhar Srivastava
*Lead - Global HR Initiatives



Abhishekh Kanoi
Head of Legal & Group
Company Secretary



Sagar Ballari
Executive Director



Ankur Agarwal
Investment Head
PDS Ventures



Kanhai Trivedi
Executive Director
Procurement



Nihar Das
Vice President
Procurement



Mohit Sharma
*Head IT & Digital

COMMITTEE DETAILS

Chairperson | Member

Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee
 Risk Management Committee Corporate Social Responsibility Committee

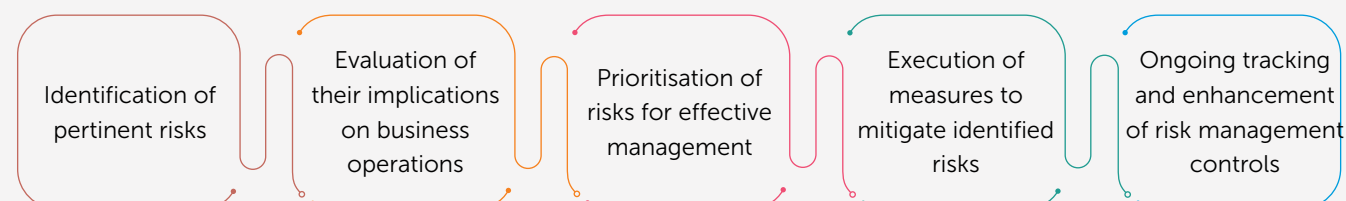
*Lead - Effective 1st July 2025

Risk management



Effective risk management provides us with a strong foundation for a resilient and stable global supply chain. By proactively identifying, assessing and mitigating potential risks, we create a secure environment that creates sustained value for our business, partners and stakeholders.

OUR RISK MANAGEMENT FRAMEWORK FOCUSES ON



6C'S + I (INVENTORY)

Cost - We continuously review our OPEX while managing costs through global practices led by financial controllers who help reduce costs and maximise savings.

Compliance - We comply with the PDS Code of Conduct, alongside our Zero Tolerance Violation (ZTV) Policy and customer compliance requirements.

Inventory - Our inventory is primarily maintained on a pre-sold basis.

Credit - We have secured payment terms from our customers with credit insurance. We review customers and suppliers before onboarding them and rigorously monitor receivables and payables.








Customer Dependence - We do not rely on any single customer, with our top 20 customers collectively constituting 75% of our revenues.





Compliant Capacity - Our factories and vendor facilities undergo regular reviews and audits, ensuring operations only with compliant facilities.

Currency - Our business (both buying and selling) is primarily dollar-denominated. For transactions in other currencies, immediate forex coverage is secured, especially for local currency expenses.







The following are considered to be the principal risks and uncertainties as at the year ending March 31, 2025.

Risk	Risk Factors	Mitigation
 STRATEGIC RISKS		
Macroeconomic 	Economic downturns, including recessions and weak demand, along with changes in trade policies and geopolitical uncertainties, pose a risk to the business	<ul style="list-style-type: none"> Monthly budget and forecast reviews ensure financial agility Quarterly leadership meetings assess risks, opportunities and performance Financial hedging strategies cover areas without natural hedges
Market 	Reliance on a specific market or on select banks for working capital lines presents financial and operational risks	<ul style="list-style-type: none"> A diversified business strategy reduces market concentration risks Expanding the manufacturing footprint in India to balance reliance on Bangladesh Significant progress in geographic expansion, including the US, with plans for further diversification Engaging with multiple banks and financial institutions to mitigate dependence-related risks
Succession Planning 	Gaps in leadership, knowledge loss and challenges in maintaining a leadership pipeline can impact long-term business stability and growth	<ul style="list-style-type: none"> Identifying and developing potential successors to ensure leadership continuity Training programmes from reputed institutions, including Ivy League colleges and specialised programmes from Harvard University Structured induction and hands-on learning programmes enhance skill-building and adaptability
Evolving Compliance Criteria 	ESG commitments, including sustainability and circularity, play a crucial role in responsible business practices and long-term value creation. Failure to abide by changing regulations can affect brand reputation	<ul style="list-style-type: none"> We have in place an ESG and Sustainability Policy, which is also aligned with Management initiatives Circularity is embedded into our business model

 Increased
  Decreased
  Level
  New

Risk	Risk Factors	Mitigation
 OPERATIONAL RISKS		
Procurement 	Supplier failure, quality issues and supply chain disruptions can impact operational efficiency and business continuity	<ul style="list-style-type: none"> Establishing Centralised procurement team that will ensure a reliable network of fabric/accessory vendors The procurement hub drives cost efficiency through economies of scale Strong vendor partnerships ensure consistency and reliability The Supplier Code of Conduct governs onboarding, quality checks, reputation assessments and more A network of 600+ factories bolsters supply chain resilience
Data Security and Privacy 	Cyberattacks, data breaches and risks associated with data collection and usage pose significant threats to security	<ul style="list-style-type: none"> Information Technology Policy follows industry best practices ISMS policies and ISO 27001 standards ensure data security Cyber insurance is in place for added protection
Inventory 	Obsolescence, shrinkage and holding costs pose challenges to inventory management and profitability	<ul style="list-style-type: none"> The business primarily operates on a Free on Board (FOB) basis, with most inventory being pre-sold
 FINANCIAL RISKS		
Credit 	The risk of default or non-payment can impact cash flow and financial stability	<ul style="list-style-type: none"> Customer credit risk insurance mitigates default risks Strict credibility checks during customer onboarding Non-recourse factoring of receivables enables steady cash flow

 Increased
  Decreased
  Level
  New

An illustration of a woman with dark hair tied back, wearing a white sari with a red border, reading a book to a group of children. She is pointing at a page in the book. The book shows a man on a bicycle with a tiger in the basket. The text on the book page reads: "Then he rides on his bends, nobs and a deal; only to roar, when hined all, once." The children are looking up at her with interest. The word "Social" is written in white, sans-serif font over the woman's shoulder.

Social

Responsibility

Our commitment to the Community goes beyond business—it is woven into the very fabric of who we are. We believe that success is meaningful only when it uplifts the world around us. From nurturing communities and empowering people to championing sustainability and ethical leadership, we are creating positive change that endures. In this section, we highlight how our social initiatives, environmental stewardship and values-led governance are helping shape a more equitable, sustainable future for all.

Doing our bit for the

environment

At PDS, we are taking purposeful steps to embed sustainability across our operations. Our sustainability efforts focus on strategies that reduce waste, promote circularity and ensure ethical sourcing. By reducing our carbon footprint and building a culture of environmental responsibility, we aim to create lasting value for both the planet and our stakeholders.

MANGROVE RESTORATION

Presented at the ICMS 2024 Conference, this study—conducted by Norlanka Manufacturing in collaboration with the University of Kelaniya—assessed the impact of mangrove restoration on soil and water quality at an abandoned shrimp farm in Ambakandawila, Chilaw, Sri Lanka. Over 700 *Rhizophora apiculata* saplings were planted between 2022 and 2023. Post-restoration analysis revealed a significant improvement in soil pH and organic matter content, while salinity and conductivity remained stable. These findings underscore the ecological value of mangrove restoration in enhancing soil health and rehabilitating degraded coastal ecosystems.

700+

Mangroves planted

230

Thriving plants

WATER MANAGEMENT

We prioritise responsible water management across our operations and supply chain. Our goal is to reduce overall water consumption by 30% by 2030, particularly in high-usage areas such as dyeing and washing. Through responsible water-use systems such as wastewater treatment, rainwater harvesting and improved technologies, we are promoting both operational efficiency and community welfare.

Key initiatives

- Good Earth Apparels Ltd (Good Earth), our manufacturing facility in Bangladesh reuses landscaping and garden maintenance through its on-site sewage treatment plant.
- Zamira Denim has adopted eco-efficient machinery that reduces water consumption and minimises chemical discharge in the dyeing process.
- Progress Apparels (Bangladesh) Ltd our second manufacturing facility in Bangladesh, has integrated ECOGREEN washing technology to promote sustainable practices and significantly reduce water.
- Norlanka our factory in Sri Lanka, Norlanka Manufacturing Columbo Limited (Norlanka) has implemented rainwater harvesting systems that have made a meaningful contribution to groundwater replenishment.
- Water-saving units have been installed across key facilities to enhance operational efficiency and reduce water wastage.

EMISSION MANAGEMENT

Aligned with the Paris Agreement, our strategy follows global climate frameworks as we reduce emissions and increase reliance on clean energy. By leveraging data-driven insights and robust methodologies, we are committed to achieving Net Zero emissions by 2050 and building a low-carbon, resilient supply chain.

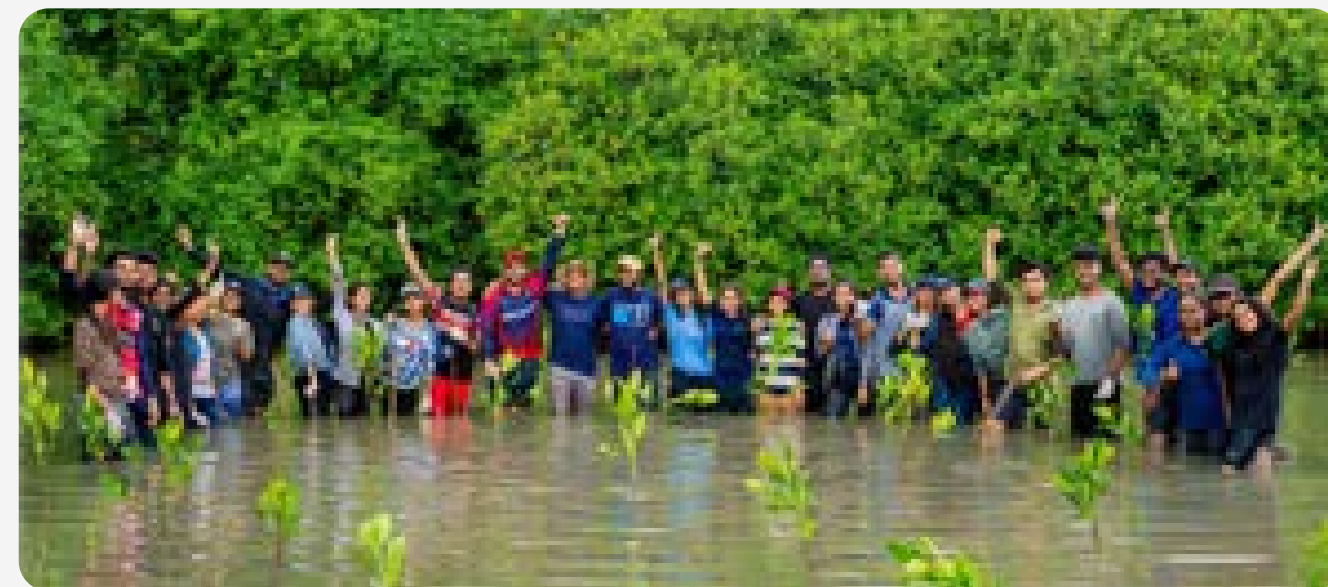
WASTE MANAGEMENT

We are moving away from a take-make-dispose mindset to a more circular approach that focuses on reuse, durability and design. By cutting down waste at the source and finding new ways to repurpose materials, we are building smarter systems for the future.

Key initiatives**Key initiatives**

- Installed solar panels at Norlanka to boost renewable energy adoption and support long-term environmental sustainability.
- Good Earth meets a major share of its power needs through on-site renewable energy, significantly reducing fossil fuel dependence and GHG emissions.
- PDS Ventures, through Fabacus, is enabling Digital Product Passports (DPPs) with unique QR codes that share a garment's complete sustainability insights, in compliance with upcoming EU sustainability regulations.

- GoodEarth uses 100% recycled fabric for select eco-friendly collections.
- Norlanka's centralised cutting plant lowers fabric waste while boosting quality and productivity.
- Certified as a Zero Waste-to-Landfill facility by Control Union.
- Waste traceability ensures proper sorting and categorisation for responsible disposal.
- With a strong focus of efficiency, average monthly waste generation optimised.



For the greater
good

“

Giving back is not really giving back, it's giving to yourself because it makes you feel so much better to look beyond yourself. If I can do a little bit to make a positive impact in the world, then whatever I can do, I'll try.

Falza Seth
Founder and Director,
Soham for Kids



For 25 years, PDS has remained committed to growing alongside the communities it serves. What began as grassroots efforts has evolved into a focused CSR journey, driving change through education, healthcare and skill development. Through close collaboration across our verticals, we are working to bring positive change, support local development and create meaningful impact in the places we call home.

PDS ONE

PDS ONE reflects our long-standing commitment to social and environmental responsibility. Anchored in our core values, the initiative focuses on education, women's empowerment, sustainability and community development. Synergising efforts across all verticals to deliver programmes aligned with the UN SDGs. By combining global reach with local action, PDS ONE is helping create lasting, measurable impact in the communities we operate in.



MISSION OF PDS ONE

To leverage the power of our global PDS community to unite under the ethos of societal good through community engagement.



VISION OF PDS ONE

To create a world where education is accessible, women are empowered, communities are uplifted and we thrive in a more sustainable environment.

SOHAM FOR KIDS – INDIA

Born out of a vision to transform lives through education, SOHAM for Kids has been nurturing underprivileged and orphaned children in Mallapur, Hyderabad since 2010. With a holistic approach that integrates education, nutrition, healthcare and life skills, the school aims to break the cycle of poverty. Its dynamic curriculum blends academic learning with arts, theatre and field activities to encourage well-rounded development. By covering all expenses including medical checkups, food, study essentials and school fees, the foundation is dedicated to empowering lives through education.

Facilities at the SOHAM School

- Biannual health checkups conducted by medical professionals
- Well-equipped first aid kits available on-site
- Provision of study materials for students
- Daily supply of two nutritious meals
- Access to engaging play equipment
- Distribution of seasonal fruits to promote healthy eating

SOHAM FOR ALL – BANGLADESH

Soham for All is a transformative community initiative in Bangladesh, supported by Matalan and driven by PDS Limited through its Sourcing and Innovation Lab verticals. The program is run by HOPE worldwide Bangladesh and focuses on empowering underprivileged children through holistic education, vocational training, life skills, and health awareness. From academic learning and science fairs to gender equality programs and computer literacy, Soham nurtures confident, capable, and compassionate individuals. This initiative exemplifies PDS's commitment to responsible sourcing and creating lasting social impact in the communities it operates in.

UPLIFTING PRITHIPURA CHILDREN'S HOME

The Norlanka Welfare Committee has undertaken a long-term CSR initiative by taking full responsibility for the maintenance of the infant room at Prithipura Children's Orphanage. Under the slogan 'We are blessed to be a blessing to others', the project supports Prithipura by covering utility bills and upkeep of the facility, ensuring a safe and comfortable environment for the children.

SIP ARUNELLA

With support from Norlanka, the SIP Arunella scholarship programme offers special training to children from three local schools in Trincomalee to prepare for a highly competitive Sri Lankan Scholarship Examination. By giving them the right guidance and learning tools, the programme helps underprivileged students aim for top colleges, giving them a fair chance at a better education.

90

Students benefitted
in FY 2024-25

STATIONARY DONATION PROJECT

To support students in primary and secondary schools across Trincomalee, essential stationery kits and financial assistance are being provided to improve access to learning materials. These efforts are helping create a more inclusive and engaging learning environment, where students are better equipped to thrive academically and confidently pursue their education.



Building a Children's Hostel With the Aim to Foster Care

Techno Design GmbH has made a donation to Help and Hope Stiftung for an inclusive hostel at Gut Königsmühle. This sustainable space will house 100 children, fostering education and care. The goal is to raise €5 million by 2026.

Awards and

recognition

Recognising and celebrating achievements is key to building an engaged and motivated workforce. We are committed to initiatives that honour the dedication and contributions of not only our employees but also our business verticals.



WOW Workplace Award by Jombay



Best Organisations for Women 2025



Retail Week Awards 2025

**LEED Zero Certification**

GoodEarth Apparels became the first garment factory in Bangladesh to earn the LEED Zero certification



Poeticgem received the 'Home & Clothing Partnership Award' from Tesco

**Zero Waste to Landfill**

Norlanka's Central Cutting Plant became Sri Lanka's first facility to achieve Zero Waste to Landfill status

**Drapers Award for Store Design**

Yellow Octopus and Upcycle Labs won Best Store Design at the Drapers Awards for the Lululemon Paris Olympics Pop-Up

Management Discussion and Analysis

Economic overview

Global economy¹

In CY 2024, the global economy maintained a growth rate of 3.3% despite economic turbulences. This growth highlights the resilience of economies around the world. The US economy has demonstrated resilience amid global disinflation trends driven by a series of interest rate cuts by the US Federal Reserve to further stimulate economic growth. In addition, robust consumption and a strong performance by the corporate sector helped the US economy to grow steadily. The global inflation level fell from an annual average of 6.6% in CY 2023 to 5.7% in CY 2024. The decline in inflation was largely attributed to the implementation of stringent monetary policies by central banks and an expansion in energy supply. These factors played a crucial role in stabilising prices and sustaining economic growth.

The emerging markets expanded at 4.3%, significantly outperforming the 1.8% growth rate of advanced economies despite facing a complex economic landscape. Despite concerns regarding potential stagflation and recession, economic activity maintained a steady pace, supported by robust government expenditure, resilient household consumption and a significant increase in labour force participation.

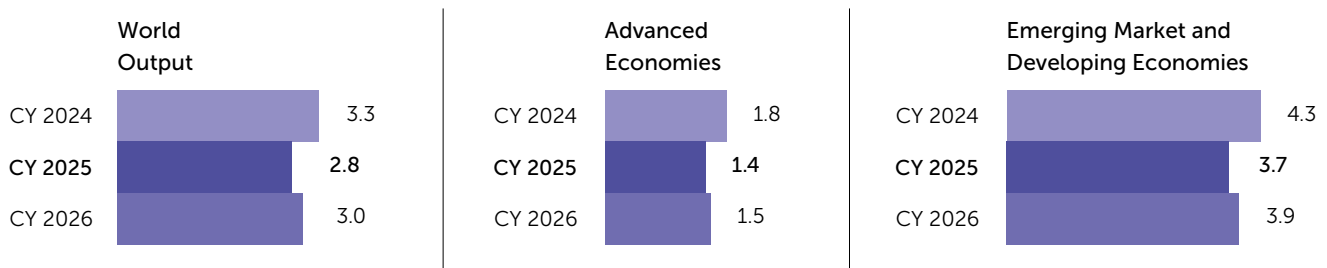


Outlook

Going forward the global economic growth is projected to remain modest with estimates of 2.8% in CY 2025 and 3.0% in CY 2026. This moderate outlook reflects a gradual easing of inflation and the sustained efforts of Central Banks to uphold economic stability through favourable monetary policies. Emerging economies are anticipated to sustain a moderate growth, with a projected rise of 3.7% in CY 2025. In comparison, advanced economies are expected to recover at a slower pace, with growth likely reaching 1.4% in CY 2025.

Inflation is forecasted to decline further, dropping to 4.3% in CY 2025 and 3.6% in CY 2026, potentially augmenting consumer expenditure. While the recent implementation of tariffs by the US government has impacted global trade momentum, the broader interconnected framework of the global economy is expected to remain strong. Governments and businesses continue to adjust to evolving market dynamics by streamlining supply chains, and leveraging technological advancements, workforce efficiency and infrastructure improvements. These changes are likely to drive sustainable growth and support a positive long-term outlook.

Global Real GDP Growth Projection (%)



*Projected

Source: IMF World Economic outlook April- 2025

Indian economy²

The economy of India continued to grow at an estimated rate of 6.5% in FY 2024-25 and sustained its position as one of the fastest-growing major economies of the world. Strong performance across the manufacturing and services sector remained a primary driver of this growth.

Inflation moderated to 4.7% during FY 2025, supporting economic stability and improving consumer confidence. This moderation of price pressures supported economic momentum and reflects demand across various industries. The Indian government also played an instrumental role in maintaining growth with notable structural reforms,

pro-business regulations and considerable investment in infrastructure development. All these efforts cumulatively improved the investment environment and provided a robust foundation for long-term economic growth.

In addition, government policies like 'Make in India' have significantly aided the manufacturing sector, heightening India's competitiveness in the global market and establishing the nation as a manufacturing and export hub. Schemes such as the Production Linked Incentive (PLI) Scheme for Textiles is designed to increase manufacturing and encourage technical textiles, while the 'PM MITRA Parks' scheme is aimed at creating world-class industrial infrastructure in seven states to enable

¹<https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>

²<https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULL22042025F03F83AE118C4B3B84E662D980C8DE33.PDF>

integrated textile value chains. Further, the ‘Samarth’ scheme has been able to train more than 3.82 lakh beneficiaries successfully, with a placement rate of 77.74%, highlighting the sector’s increasing emphasis on skill development and employment generation.³



Outlook

The outlook for India’s economy remains optimistic, supported by sustained public capital expenditure, increasing industrial activity and expanding digital and physical infrastructure. Further, the 25-basis point repo rate cut implemented by the Reserve Bank of India is expected to enhance liquidity and credit flow in the economy, thereby, augmenting economic activity. The revision in income tax slabs is expected to elevate discretionary spending of salaried individuals.

As supply chains normalise and cost pressures ease, sectors tied to essential services and consumption are well-positioned to benefit from rising demand and improved operational efficiencies, reinforcing India’s status as one of the fastest-growing major economies. With close monitoring of the tariff scenario by the government, strong foreign reserves and strong consumption, the economy is well positioned to sustain its growth in the years ahead.

GDP Growth Trend in India (%)



Projected
Source: MoSPI Second Advances Estimates

Industry overview

Global fashion industry⁵

The global fashion industry has entered CY 2025 with emerging opportunities for innovation and growth, despite economic headwinds and evolving consumer preferences. There has been a 20% improvement in consumer sentiment, driven by declining inflation, increased tourism in Europe, and Asia’s new growth markets. Moreover, the financial stability of high-net-worth individuals in the United States is expected to make a positive contribution. In response to declining demand and rising customer acquisition costs, many e-commerce players are exploring alternative strategies to sustain growth. The year is likely to witness the growth of mass online marketplaces as businesses adapt to changing market dynamics.

Global apparel market

The global apparel market was valued at \$1.79 trillion in CY 2024. This valuation was driven by the rising prominence of e-commerce, growing consumer inclination towards sustainable and ethically produced fashion and the integration of emerging technologies, such as Augmented Reality (AR) and Artificial Intelligence (AI) in the retail space. The market encompasses various segments, such as formal wear, lingerie and sportswear. North America commands a leading market share on the back of its strong consumer spending and advanced retail systems, while Asia Pacific remains the manufacturing powerhouse. Countries like Bangladesh, Vietnam and India are further strengthening their roles as key production centres. The global apparel market is envisioned to witness steady growth and reach a valuation of \$1.84 trillion in CY 2025.⁶

The industry is undergoing a transformative change due to the heightened emphasis on sustainability. More brands are adopting eco-conscious materials and transparent supply chains to align their operations and products with consumer expectations. Additionally, emergence of advanced technology is playing a major role through the introduction of features like digital fitting rooms and personalised shopping journeys that enhance user engagement. The market continues to exhibit improvement despite facing challenges due to economic volatility and supply chain disruptions. Apparel companies are heightening the integration of digital strategies and sustainable practises to maintain their competitive edge and effectively cater to the evolving needs of consumers.

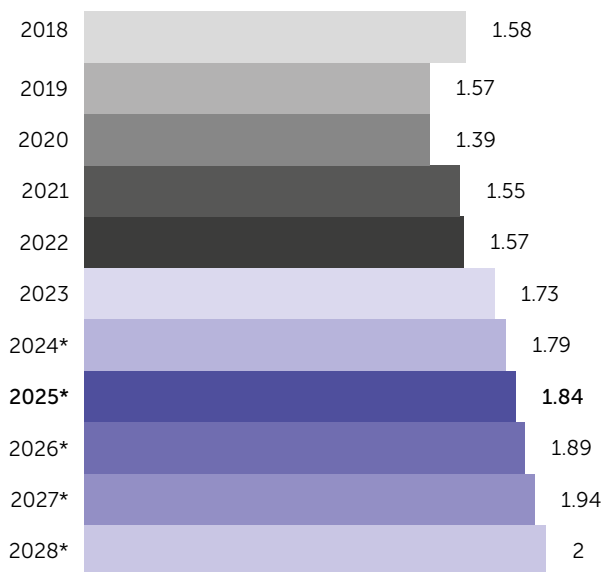
Global apparel sourcing

Global apparel sourcing involves obtaining raw materials, components, and finished clothing from suppliers around the world. This process includes finding and selecting suitable vendors, negotiating contracts, managing logistics, and ensuring compliance with industry standards and regulations.

One of the main advantages of global sourcing is the opportunity to benefit from lower labour and production costs in developing countries. Many of these nations have built strong capabilities in garment manufacturing, becoming major hubs for international brands. For example, Bangladesh is known for its large pool of skilled garment workers, making it a popular choice for apparel production. By outsourcing manufacturing tasks to specialized sourcing firms, fashion brands can focus more on designing new collections and enhancing their brand image. This strategy enables them to prioritize creativity and innovation in fashion while relying on experienced partners to handle the complexities of production.

³<https://pib.gov.in/PressReleasePage.aspx?PRID=2117470>
⁵<https://www.mckinsey.com/industries/retail/our-insights/state-of-fashion>
⁶<https://www.uniformmarket.com/statistics/global-apparel-industry-statistics>

Global Apparel market Size (in \$ Trillion)



Source: Uniform Market

Trends in the apparel market

Digital innovation

Apparel retailers are increasingly integrating emerging technologies into their operations as digital adoption continues to grow. The pandemic significantly drove the growth of online capabilities, resulting in a blend of physical and digital channels. Investments in digital marketing, automated fulfilment and innovative shopping tools such as livestreaming and video chat were fast-tracked to meet evolving consumer demands.

ESG and Circular economy

Sustainability is now central to the fashion industry, with ESG initiatives shaping apparel retailers' strategies. Consumers increasingly favour brands with ethical practices. In response, companies are embracing the circular economy through recycling, resale, and rental services, while also using sustainable materials like recycled and biodegradable fabrics to meet environmental goals without compromising quality.

Personalisation and customisation

Advanced technology is now enabling personalised shopping experiences by offering bespoke solutions and manufacturing on demand. Consumers are increasingly seeking unique products that reflect their individual styles.

Asia's rising markets

While China faces a slowdown, markets, such as India, Japan and South Korea are emerging as key growth engines. Brands are localising their offerings and distribution models to tap into these high-potential regions.

Growth Enablers⁷

New growth engines in Asia

India is establishing itself as a global fashion market due to the expedited growth in its mid-market segment. The mid-market segment is predicted to expand by 12% to 17% in 2025.

Fashion executives are increasingly confident in the prospects of expansion in the Asian markets, especially in developed APAC countries like Japan and Korea. Due to economic slowdown, changing consumer preferences, and the rise in foreign travel, multinational fashion companies are looking to other Asian markets since they find it very challenging to grow in the country.

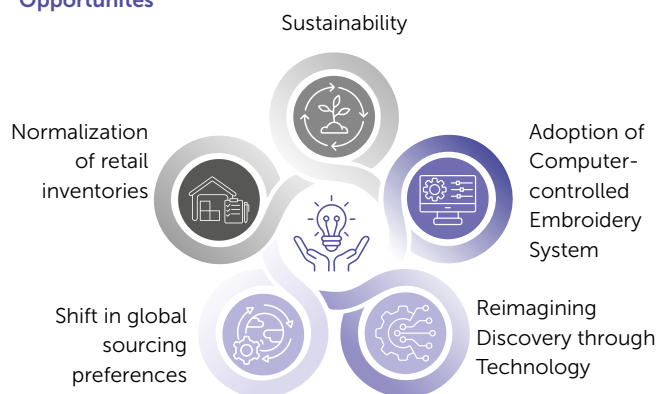
Rise of near shoring and diversified shoring

Fashion companies are increasingly reconfiguring their sourcing strategies by diversifying supply chains across Asia while simultaneously exploring nearshoring options. This shift is driven by rising costs, evolving trade policies, sustainability imperatives, and a push by major economies to align sourcing with politically aligned nations. Nearshoring—relocating production closer to key consumer markets—is gaining traction for its ability to reduce lead times by 3–5x, lower transportation costs, enhance supply chain transparency, and improve margins by optimizing inventory levels. This trend is expected to accelerate in 2025.

Policy support

Policy support for the sector includes Production Linked Incentive (PLI) schemes for Man-Made Fibre (MMF) apparel, MMF fabrics aimed at enhancing global competitiveness. The PM MITRA scheme promotes integrated textile parks with world-class infrastructure, also the government offer tax and duty benefits in order to augment exports. In addition, efforts are being directed towards strengthening skill development, encouraging innovation, sustainability and circularity by incentivising R&D and supporting startups in the textile ecosystem.

Opportunities



Shift in global sourcing preferences

Escalating labour costs and in Vietnam and China and political instability in Bangladesh are prompting international retailers to actively diversify their supply chains. This opens up avenues for India to capture greater market share by positioning itself as a preferred and stable sourcing destination.

Normalisation of retail inventories

As global retailer inventory levels return to optimal ranges, there is renewed buying interest, especially in home textiles. This trend supports deeper engagement with existing clients and the onboarding of new programs for volume growth.

⁷<https://www.businessoffashion.com/reports/news-analysis/the-state-of-fashion-2025-bof-mckinsey-report/>

Sustainability

Most companies are focusing on sustainability as a vital driving component within the garment industry, as customers are more environmentally conscious and demand ethical practices from manufacturers. Companies are adopting sustainable fabrics, shifting focus on natural cotton and recycled fabric. Moreover, they are strengthening brand loyalty while promoting environmentally responsible consumption.

Adoption of computer-controlled embroidery system

Apparel manufacturing companies are increasingly investing in computer-controlled embroidery systems to augment efficiency and reduce cost. These cutting-edge machines are equipped with a computer-controlled system, which can create accurate designs on fabric using pre-programmed digital embroidery patterns and also offer heightened design accuracy and efficiency. Increased efficiency enables companies to shorten delivery times.

Reimagining discovery through technology

Availability of a wide online product range often overwhelms consumers. AI-driven solutions for curation, search and personalised content experience are reshaping the shopping experience by enabling customers to easily discover, connect and buy fashion that aligns with their individual style and values.

Challenges^a

Value shift

Consumers are increasingly exhibiting cost-conscious purchasing patterns. Macroeconomic pressures and escalating prices are the main factors contributing to this behavioural shift. This shift is propelling growth in value-driven segments, including resale and off-price goods, among others. In the current market scenario, to establish meaningful connection with the consumers, brands will need to clearly convey their value and relevance.

Inventory management

Inventory management continues to pose challenges for the industry with both excess stock and stocks-outs impacting brands. In 2025, margin pressures and sustainability regulation will require a stronger focus on end-to-end planning. Brands are increasingly integrating advanced tools and adjusting their operating models to support more agile and efficient supply chains.

Global supply chain volatility

Frequent disruptions in global supply chains due to geopolitical tensions, climate-related events, or logistic constraints can impact timely sourcing and delivery.

Business overview

PDS Limited is a Global Supply Chain Solutions Partner that provides end-to-end solutions in design-led sourcing, manufacturing, and brand management for the fashion and retail industry. With operations spanning across continents, the company has strategically positioned itself to serve leading brands and retailers by leveraging regional manufacturing capabilities, digital transformation, and sustainable practices.

The Company follows a diversified business model, which emphasizes growth, innovation, operational efficiency, and value-added services. The company continues to focus on deepening customer relationships, and enhancing its technological and sustainable capabilities, positioning itself as a dynamic player in the evolving global apparel value chain.

Sourcing

Design-led sourcing

PDS operates as a global design-led sourcing platform that supports major fashion brands and retailers in expanding their design portfolios and optimising product sourcing. With a network of over 250 designers across key fashion hubs, the Company combines creative insights with market intelligence to develop innovative concepts. Its services encompass design, tailored product development, order and supplier management, compliance assurance and access to an extensive global supplier base, ensuring high-quality designs, cost-effective sourcing, fast market turnaround and ESG-compliant solutions.

Sourcing as a services

PDS serves as a key independent sourcing partner for retailers and brands, driving efficiency through joint budgeting, collaborative decision-making, and transparent pricing. By focusing on manufacturing hubs like Turkey, Bangladesh, and India, it minimizes infrastructure risks while fostering long-term partnerships. The company offers centralized support and delivers end-to-end sourcing solutions through its Sourcing as a Service framework. PDS's asset-light model aligns with retail trends favouring outsourcing and flexibility.

Brand management

PDS has broadened its offerings to include full-service brand management, covering everything from brand conceptualization and management to marketing. By leveraging its global design and supply network, PDS provides complete support for brands throughout their lifecycle, including design, product development, sourcing, manufacturing, licensing, and distribution. The company works closely with brand IP owners to build customized partnerships, ensuring brand integrity is preserved and enhanced at every step.

^a<https://www.businessoffashion.com/reports/news-analysis/the-state-of-fashion-2025-bof-mckinsey-report/>

Manufacturing

PDS's in-house manufacturing division supports its sourcing activities by offering specialized production services for clients who need direct manufacturing from their suppliers. With three strategically positioned manufacturing facilities in Bangladesh and Sri Lanka, PDS ensures better control over the production process, reinforcing its credibility with clients. Furthermore, PDS's acquisition of a 55% stake in Knit Gallery, a manufacturing entity in India, is poised to drive increased revenue and profit margins.

PDS Ventures and others

PDS Ventures, the venture capital arm of PDS, focuses on investing in startups that drive innovation, sustainability, and circularity within the fashion industry. The fund has a diverse portfolio, including investments in companies like Materra, Atterley, and Zwiift, aiming to foster growth and collaboration within the fashion ecosystem. Leveraging the broader PDS platform, PDS Ventures helps accelerate the impact of these emerging companies, strengthening its long-term growth potential. Additionally, PDS Ventures is an official nominator for the Global Change.

Business performance

FY25 marked a year of strong growth, strategic investment, and operational discipline for PDS. The Company continued to consolidate its position as a global, asset-light fashion infrastructure platform, delivering resilient performance despite macroeconomic volatility, inflationary pressures, and shifting customer dynamics across key geographies.

Operational Highlights

- Growth delivered across all key geographies, with the Americas leading at 39% YoY, supported by a strengthened U.S. strategy
- Added key customers including Fashion Nova, Target, Boots, Redtape, Home Depot of Canada, etc
- Acquired India based Knit Gallery to strengthen India sourcing, backward integration, and speed-to-market, transaction consummated on 13th May 2025
- UK-India FTA opens a long-term strategic sourcing runway for India region
- U.S. tariff challenges being navigated through strategic negotiations, preserving volume and margin stability
- Cost optimization initiatives are put in place, supported by BCG, expected to gain traction and drive profitability
- Raised ₹ 430 crore via QIP to bolster the balance sheet and support growth initiatives
- Proactively managed global headwinds while staying focused on strategic execution

Particulars	(All amounts in ₹ crores, unless otherwise stated)	
	FY 2024-2025	FY2023-24
Revenue from operations	12,578	10,373
Other income	50	35
Total Income	12,628	10,407
COGS	10,047	8,262
Employee Expenses	1211	979
Other expenses	863	739
EBITDA	457	392
EBITDA Margin (%)	3.6%	3.8%
Finance Cost	127	107
Profit after tax	241	203
Profit after tax margin (%)	1.9%	2.0%
Basic EPS	11.44	10.98

Revenue

Revenue from operations for FY25 stood at ₹ 12,578 crore, reflecting a robust 21% growth over ₹ 10,373 crore in FY24. This performance was underpinned by continued traction in both our sourcing and manufacturing business increased wallet share from strategic customers, and expansion into newer markets.

Gross profit for the year stood at ₹ 2,531 crore, translating to a Gross Margin of 20%. The slight year-on-year decline of 23 basis points was primarily driven by the underperformance of the agency business—particularly the Ted Baker operations, which were impacted by the bankruptcy of retail partners.

EBITDA for the year rose to ₹ 457 crore, up from ₹ 392 crore in FY24. The EBITDA margin stood at 3.6%, marginally lower than the previous year's 3.8%, due to the impact of new verticals and growth initiatives which reported a loss of ₹ 162 crore in FY25. Adjusted for these investments, the underlying operating margin is 5.2%, compared to 4.9% last year underscoring improvement in core profitability and operational leverage.

Other income increased to ₹ 50 crore from ₹ 35 crore in FY24, primarily due to gain on fair valuation of investments recorded by PDS ventures which are carried at fair value through profit or loss.

Expenses

The Cost of Goods Sold (COGS) rose in line with increased business volumes, amounting to ₹ 10,047 crore in FY25 compared to ₹ 8,261 crore in FY24.

Employee benefits expense rose by 24% to ₹ 1,211 crore (FY24: ₹ 979 crore), reflecting investments in new talent across new verticals, leadership roles, and operational hubs to support growth. The increase is also attributable to the impact of minimum wages of workers being increased by the government mainly in Bangladesh.

Finance costs increased to ₹ 127 crores (FY24: ₹ 107 crore), primarily driven by higher utilization of factoring facilities across group entities due to increased transaction volumes and elevated central bank interest rates. Additionally, Company availed a term loan from a UK based bank for the office property, further contributing to the rise in overall finance cost.

Other expenses stood at ₹ 863 crore (FY24: ₹ 739 crore). The increase during the year is primarily driven by the Company's continued global expansion. Overseas travel and conveyance costs have risen due to increased international operations and customer engagements across regions such as Europe, Turkey, and the US. Royalty expenses have increased in line with higher sales from new brand partnerships governed by royalty agreements. Freight costs have gone up due to a higher share of LDP (Landed Duty Paid) sales, where the Company bears delivery costs until the goods reach the customer's destination. Additionally, selling and marketing expenses rose due to investments in customer acquisition, sampling, and design support, which are aligned with revenue growth.

Profit before tax (PBT) increased by 16% to ₹ 269 crore (FY24: ₹ 232 crore), while profit after tax (PAT) rose 19% to ₹ 241 crore (FY24: ₹ 203 crore). Basic earnings per share (EPS)

improved to ₹ 11.44 from ₹ 10.98 in FY24, reflecting enhanced shareholder value creation.

Summarised balance sheet

(figures in crores, unless mentioned otherwise)

Particulars	As at March 31, 2025	As on 31-3-2024
Non- current Assets	1,226	1,111
Current Assets	3,512	2,951
Inventory	483	329
Trade receivables	1,860	1,677
Cash and Bank Balances	737	684
Other current assets	431	261
Total assets	4,738	4,062
Total Equity	1,716	1,246
Non – current liabilities	228	152
Borrowing	119	45
Other Non – current liabilities	109	107
Current liabilities	2,794	2,664
Borrowing	993	897
Trade Payables	1,507	1,504
Other current liabilities	294	263
Total Equity & Liabilities	4,738	4,062

Total assets as of March 31, 2025, stood at ₹4,738 crore, compared to ₹ 4,062 crore in FY24, a 17% increase driven by growth in both non-current and current asset classes.

Non-Current Assets

Non-current assets grew by 10% to ₹ 1,226 crore (FY24: ₹ 1,111 crore), primarily due to:

Property, Plant & Equipment (PPE) increasing to ₹ 496 crore (FY24 : ₹ 344 crore), mainly due to acquisition of a new commercial building in London to support the Company's strategic expansion. The property has been capitalized during the year, with renovation work scheduled to commence. Additionally, the Company undertook improvements in its office premises located at Udyog Vihar, Gurugram, held by PDS India, contributing further to the overall increase in PPE.

Intangible assets and goodwill rising to ₹ 176 crore (FY24: ₹ 134 crore), largely driven by investments in digital capabilities and platform development.

Other financial assets including long-term investments increased to ₹ 359 crore, reflecting new strategic allocations and mark-to-market gains.

Current Assets

Current assets rose to ₹ 3,512 crore (FY24: ₹ 2,951 crore), driven by:

Inventory buildup to ₹ 483 crore (FY24: ₹ 329 crore) increase is mainly due to Ted Baker's wholesale business in Europe. Additionally, higher LDP/DDP sales in PDS Fashions USA and Krayons, where inventory is held until goods are delivered to customers, contributed to the overall rise.

Trade receivables increased to ₹ 1,860 crore (FY24: ₹ 1,677 crore), largely driven by higher revenue across several business

units, particularly in the latter part of the year. Additionally, the increase is supported by a healthy ageing profile, with substantial collections received subsequent to year-end, indicating no major credit concerns.

Cash and bank balances stood at ₹ 737 crore (FY24: ₹ 684 crore), of which ₹ 91 crores pertaining to QIP proceeds pending utilisation and ₹ 205 crore maintained as margin money for securing trade and credit lines.

Capital Structure and Liquidity

Total equity (including non-controlling interest) stood at ₹ 1,716 crore, up 38% from ₹ 1,246 crore in FY24. Equity attributable to shareholders rose from ₹ 1,166 crore to ₹ 1,651 crore, driven by net profit accretion and the ₹ 430 crore Qualified Institutional Placement (QIP) concluded during the year.

Borrowings

Total borrowings increased by 18% to ₹ 1,111 crore (FY24: ₹ 943 crore), the increase in borrowings during the year is primarily due to higher utilisation of banking lines facilities to support business operations and working capital needs. This was driven by expanded operations across new and existing entities. Additionally, a term loan was availed from U.K. based bank for the London property for the operations of our largest vertical

Poeticgem. The overall rise reflects the Group's strategic investments and operational scaling across regions.

Despite higher borrowings, the Company maintained a conservative net debt-to-EBITDA ratio of 0.8x, supported by a strong cash position and disciplined financial management.

Current Liabilities

Trade payables stood flat ₹ 1,504 crore in FY 24 vs 1,507 in FY25

Other current liabilities increase is primarily attributable to higher operational scale across the Group, resulting in increased accruals for expenses, statutory dues, and other obligations payable within the short term. This includes VAT liabilities from expanded sales activities, employee-related payables due to headcount growth, and other routine business accruals aligned with the increased volume of operations.

Shareholder Returns

In line with its balanced capital allocation strategy, the Company declared a total dividend of ₹ 3.35 per share for FY25, including an interim dividend of ₹ 1.65 per share already paid. The full-year payout represents approximately 30% of FY25 PAT, reinforcing PDS's continued commitment to delivering sustainable returns while reinvesting in growth.

Key financial ratios

Serial No	Particulars	FY 2024-2025	FY 2023-2024	Change
1	Interest coverage ratio (x)	3.13	3.11	0.02x
2	Current ratio (x)	1.26	1.11	0.15x
3	Debt equity ratio (x)	0.65	0.76	-0.11x
4	Operating profit margin (%)	3.1%	3.2%	0.00x
5	Net profit margin (%)	1.9%	2.0%	0.00x
6	Return on net worth (%)	14.1%	16.3%	-0.02x
7	Debtors' turnover ratio (x)	6.76	6.22	0.58x
8	Inventory turnover ratio (%)	20.78	25.14	-4.36x
9	Return in capital employed (%)	18.9%	22.1%	-0.03x

- Interest Coverage Ratio** (EBIT including other income / Interest Expense) – **3.13 vs. 3.11**

The ratio remained largely stable with a slight increase. While interest expense rose due to higher rates and increased debt utilisation, the impact was offset by relatively stable EBIT performance.

- Current Ratio** (Current Assets / Current Liabilities) – **1.26 vs. 1.11**

The improvement reflects better working capital management and higher current asset balances, supported by operational expansion and improved liquidity.

- Debt-Equity Ratio** (Total Borrowings / Total Equity including Non-Controlling Interest) – **0.65 vs. 0.76**

The change is due to higher borrowings undertaken to support business growth and investments. Despite the rise, the ratio remains within a comfortable range due to a strong equity base.

- Operating Profit Margin (%)** (Operating Profit / Revenue from Operations) – **3.1% vs. 3.2%**

The operating margins were impacted due to increased investments in new verticals.

- Net Profit Margin (%)** (Net Profit Before Minority Interest / Revenue from Operations) – **1.9% vs. 2.0%**

The slight decrease is attributable to increased finance & overhead costs and increased investments in new verticals.

- Return on Net Worth (%)** (Profit After Tax Before Minority Interest / Total Equity including Non-Controlling Interest) – **14.1% vs. 16.3%**

The decline is due to increase in investments in new verticals during the year.

- Debtors' Turnover Ratio** (Revenue from Operations / Trade Receivables) – **6.76 vs. 6.22**

The improvement in the ratio reflects better collection efficiency.

8. **Inventory Turnover Ratio** (Cost of Goods Sold / Inventory)
– **20.78 vs. 25.14**

The decline is mainly due to increased inventory levels for the Ted Baker wholesale business, which requires maintaining higher stock levels.

9. **Return on Capital Employed (ROCE)** (EBIT / Equity + Net Debt) – **18.9% vs. 22.1%**

The decline results from an increase in capital employed due to strategic investments in new business verticals, including Ted Baker and a new UK property, while EBIT grew at 19%.

PDS is accelerating its growth engines by revitalizing verticals through sharper execution, agile go-to-market strategies, and enhanced leadership accountability. Emphasis is being placed on bringing underperforming businesses to profitability, with a structured performance tracking mechanism. Capital efficiency remains a top priority, with a rigorous focus on working capital discipline and cash flow optimization. Initiatives are underway to streamline receivables, optimize inventory cycles, and improve return on capital employed. Where needed, the Company is course-correcting with agility—realigning or exiting underperforming verticals to minimize portfolio drag and reallocating capital towards high-conviction, scalable opportunities.

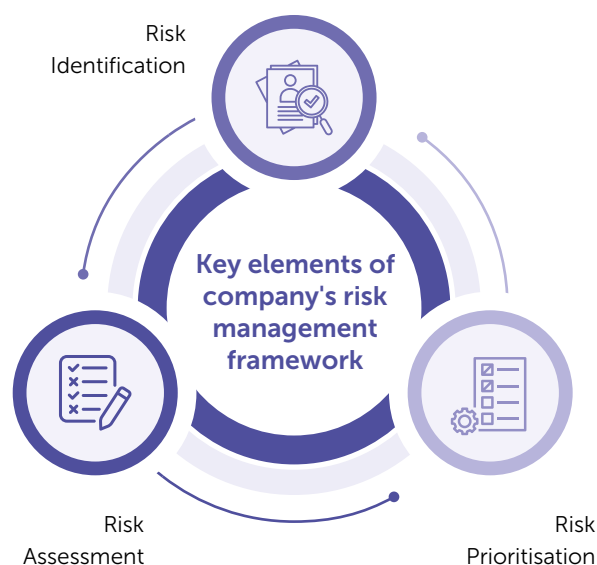


Outlook

The Company remains well-positioned to drive sustainable value through a balanced focus on core strength reinforcement, capital discipline, and future-ready growth initiatives. The medium to long-term outlook is underpinned by a clear strategic roadmap. The Company is reinforcing its core business by stabilizing key customer relationships, enhancing profitability through disciplined cost management, and focusing on margin-accretive accounts.

Risk management framework

The Company has adopted a well-organised, proactive, and dynamic risk management framework designed to protect its operations, assets, and stakeholder interests, while supporting responsible growth and value creation. This framework includes the identification of risks across strategic, operational, financial, and compliance areas, followed by a thorough evaluation of their potential impact on business continuity and performance. Risks are assessed and prioritised based on their probability and severity, enabling the development of focused and efficient mitigation measures. A defined governance structure is in place, with senior management heading the risk management committee to drive effective execution and integration of risk practices across all departments. Their active participation ensures ongoing review and monitoring of risks, promoting a culture of proactive risk awareness and management throughout the organisation.



Technology and infrastructure

The Company is embarking on its digital transformation journey, with a clear focus of enhancing its IT infrastructure to ensure scalability, security and operational efficiency. The Company is investing strategically to reinforce its core systems, widen cloud integration and to automate essential workflows. These initiatives are designed to augment the agility and responsiveness of the Company. Further these undertakings will help in the establishment of a tech-foundation that is future-ready and is able to support seamless collaboration and uninterrupted business operations across global teams.

Organisational structure

The Company adopts an entrepreneurial approach by empowering business heads to independently manage their own profit and loss accounts across multiple regions. This structure comprises numerous legal entities, such as subsidiaries, joint ventures and associate companies. This decentralised model maintains operational autonomy while enhancing customer trust through transparent insights into the business performance.

Human resource management

The Company continues to place a strong emphasis on the development, engagement and well-being of its workforce. PDS limited is resolute on establishing a high-trust and high-performance culture across its global operations. The Company enhances employee experience by implementing initiatives such as internal job rotations, mentorship programmes and improved communication and feedback mechanisms. Learning and leadership development are given priority through structured training delivered through the PDS Learning Academy and executive coaching partnerships. The Company further strengthened its HR functions through digitisation, including the rollout of HRMS systems and new modules aimed at streamlining operations. Engagement levels

were elevated through participative surveys and recognising employee contribution and performance with awards. These efforts have helped the Company nurture a motivated, skilled and future-ready workforce.

Internal audit and controls

The company has a robust system of internal controls in place to guarantee asset accountability, reliability of financial and other data and records used in the creation of financial statements and other data.

This internal control framework is supplemented by a thorough program of internal audits, senior management assessments, and documented rules, standards, and procedures.

Internal audit findings are crucial information sources for determining and assessing risks. Business risks are also regularly assessed in order to detect significant threats to achieve our company's goals.

Disclaimer

This document contains forward-looking statements that reflect anticipated future events, as well as the expected financial and operational performance of PDS Limited. These statements are based on certain assumptions and are inherently subject to risks and uncertainties. There is a significant possibility that the assumptions, projections and other forward-looking statements may not materialise as anticipated. Readers are urged to exercise caution and refrain from placing undue reliance on these statements, as various factors could cause actual outcomes and events to differ substantially from those predicted. Hence, this document is accompanied by a disclaimer and is fully subject to the assumptions, qualifications and risk factors discussed in the Management's Discussion and Analysis section of PDS Limited's Annual Report for the fiscal year 2024-2025.

Directors' Report

Dear Shareholders,
PDS Limited

The Board of Directors of your Company ("**Board**") are pleased to present the 14th Annual Report together with the Annual Audited Standalone and Consolidated Financial Statements on the business and operations of the Company for the financial year ended March 31, 2025.

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Revenue from Operations	12,57,798.85	10,37,264.96	45,567.10	62,541.97
Other Income	4,954.15	3,467.45	8,318.10	7,571.53
Total Expenses	12,35,812.07	10,18,110.65	46,327.22	61,928.37
Profit from Operations Before Exceptional Item and Taxes	26,940.93	22,621.76	7,647.91	8,185.13
Share of loss of associates and joint ventures	(91.99)	617.81	-	-
Exceptional Item	-	-	-	-
Profit Before Tax	26,848.94	23,239.57	7,647.91	8,185.13
Tax Expense (including deferred taxes)	2,711.46	2,971.49	373.16	277.17
Profit After Tax	24,137.48	20,268.08	7,274.75	7,907.96
Other Comprehensive Income/(Loss)	(7,149.11)	7,080.13	(7.42)	(13.36)
Total Comprehensive Income	16,988.37	27,348.21	7,267.33	7,894.60
Earnings Per Share (Rs.)				
Basic	11.44	10.98	5.30	6.02
Diluted	11.28	10.77	5.23	5.91

FINANCIAL PERFORMANCE & THE STATE OF COMPANY AFFAIRS

FINANCIAL PERFORMANCE

Consolidated

The revenue from operations of the Company for financial year ended March 31, 2025, is ₹ 12,57,798.85 Lakhs as against ₹ 10,37,264.96 Lakhs in the previous year. The Consolidated Profit after Tax for financial year ended March 31, 2025 is ₹ 24,137.48 Lakhs as compared to ₹ 20,268.08 Lakhs in the previous year, mainly due to lower realization of sales and increase of employee cost and other expenses.

Standalone

The revenue from operations of the Company stood at ₹ 45,567.10 Lakhs for financial year ended March 31, 2025 as against ₹ 62,541.97 Lakhs in the previous year. The Company reported a Profit after Tax of ₹ 7,274.75 Lakhs for financial year ended March 31, 2025 as compared to ₹ 7,907.96 Lakhs in the previous year mainly due to increase of employee cost and other expenses.

Detailed information on the affairs of the Company has been covered under 'Management Discussion & Analysis', forming part of this Annual Report.

Details of the Company's annual financial performance as published on the Company's website and presented during the

Analysts' Meet, after declaration of the annual results, can be accessed using the following link: https://pdsLtd.com/investors/financial_reports/#investor-updates-and-call-transcripts.

No material changes and commitments have occurred after the close of the year under review till the date of this Report, which can affect financial position of the Company.

During the financial year, there have been no changes in the nature of business of the Company.

FUND RAISED THROUGH QUALIFIED INSTITUTIONAL PLACEMENT (QIP)

During the financial year, the Company successfully completed its first equity raise since its listing in 2014, raising ₹43,000 lakhs through QIP in August 2024. The net proceeds from the QIP are intended to be deployed towards the repayment or prepayment, in full or in part, of certain borrowings by the Company and/or its subsidiaries, as well as for potential strategic unidentified acquisitions, other inorganic growth initiatives, and general corporate purposes.

This capital infusion has further strengthened the Company's robust capital structure, significantly enhanced its financial flexibility, and positioned it well to accelerate the execution of its long-term growth strategy.

AWARDS & RECOGNITION

During the financial year, the Company was certified as a Great Place to Work® by GPTW (India), received the WOW Workplace Award by Jombay and Best Organisations for Women 2025 by ET Edge.

INVESTOR RELATIONS

During the year under review, the Company continued to actively engage with the investor community through participation in various conferences and regular interactions via in-person meetings, group meetings, and video/audio calls. The senior leadership, including the Executive Vice Chairman, Group Chief Executive Officer, Group Chief Financial Officer, and Deputy Group Chief Financial Officer, dedicated time to communicate the Company's performance, strategic direction, capital allocation priorities, growth plans for emerging business verticals, and key ESG initiatives. These engagements also served to address queries and concerns raised by investors and analysts.

During the year, the Company hosted its first Investor Day in June 2024, which witnessed participation from the investor community. The event featured presentations by senior management and business vertical heads, providing insights into the performance and roadmap of the Company's key verticals. All key investor events during FY2024-25—including quarterly earnings calls and analyst meet—were well attended.

The Company remains committed to ensuring transparency and timely dissemination of material information, with all relevant updates made available on its official website for the benefit of all stakeholders.

DIVIDEND AND RESERVES

During the financial year, the Board at their meeting held on October 29, 2024, declared interim dividend of ₹ 1.65 (Rupee One and Sixty-Five Paise) per equity share of face value of ₹ 2.00 each, i.e., 82.50%, which has been paid on November 25, 2024. Total outflow on account of interim dividend payout amounted to ₹ 2325.28 Lakhs.

Based on the Company's performance and overall financial health of the Company for the financial year ended March 31, 2025, the Board has recommended, for approval of the Shareholders, a final dividend of ₹ 1.70 (Rupees One and Seventy Paise) per equity share of face value of ₹ 2.00 each, i.e., 85%.

The Board has recommended the final dividend based on parameters laid down in the Dividend Distribution Policy. The dividend shall be paid out of the profits of the financial year.

The said dividend, if approved by the Shareholders at the ensuing Annual General Meeting ("AGM") will be paid to those Shareholders whose name appear on the register of Members (including Beneficial Owners) of the Company as at the end of

Thursday, July 17, 2025. The said dividend, if approved by the Shareholders, would involve a cash outflow of ₹ 2402.77 Lakhs.

During the financial year under review, no profit was transferred to the general reserve account.

In view of the applicable provisions of Income Tax Act, 1961, dividend paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make payment of the final dividend after deduction of tax at source.

Dividend Distribution Policy

Pursuant to Regulation 43A of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board formulated a Dividend Distribution Policy. The said policy is available on the website of the Company at <https://pdsltd.com/wp-content/uploads/2023/06/Dividend-Distribution-Policy.pdf>.

DEPOSITS

During the financial year, the Company has neither invited nor accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

EMPLOYEE STOCK OPTION PLAN

During the financial year and pursuant to the applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Company has framed and instituted 4 (Four) Employee Benefits Plans outlined below are designed to attract, retain, motivate and reward employees while also enabling them to participate in growth, development and success of the Company:

- PDS Limited – Employee Stock Option Plan 2021 ("PDS ESOP 2021")
- PDS Limited – Employee Stock Option Plan 2021 – Plan A ("PDS ESOP 2021")
- PDS Limited – Employees Stock Option Plan 2021 – Plan B ("PDS ESOP PLAN B 2021")
- PDS Limited – Phantom Stock Units Plan 2021 ("PDS Phantom 2021")

The Nomination and Remuneration Committee ('NRC') administers all the Employee Benefits Plans mentioned above.

At the 13th AGM held on July 26, 2024, shareholders approved an increase in the loan amount to the PDS ESOP Trust from ₹9,20,00,000 to ₹9,46,68,590. The loan is intended for the subscription and/or purchase of the Company's equity shares by the PDS ESOP Trust/Trustees, in one or more tranches, within the limits prescribed under the PDS ESOP Plan B 2021 Scheme. The approved loan amount remains within the limits prescribed under the Act.

The Plans are compliant with the provisions of Section 62 of the Act and the SBEB Regulations. Details of the Schemes have been provided in note no. 44 of the standalone financial statements. All the Plans adopted by the Company are available on the website of the Company at https://pdsLtd.com/investors/corporate_governance/#policies. The disclosure containing the details of options granted, options vested, number of shares allotted upon exercise of options, etc. as required under the SBEB Regulations is given as **Annexure 1** to this Report and is also available on the website of the Company at https://pdsLtd.com/investors/financial_reports/#annual-reports

A certificate issued by the Secretarial Auditor, certifying that all ESOP Plans have been implemented in accordance with SBEB Regulations and in accordance with the resolution(s) passed by the Shareholders of the Company is made available on the website of Company at https://pdsLtd.com/investors/corporate_governance/. The certificate will also be available for electronic inspection by the members during the AGM of the Company.

PDS INCENTIVE PLAN 2021

At the Extra-Ordinary General Meeting held on February 25, 2021, the Shareholders approved PDS Limited – PDS Value Creation Incentive Plan 2021 ("PDS Incentive Plan 2021") for employees of the Company and its subsidiaries.

The PDS Incentive Plan 2021 aims to reward key employees of the Company and its subsidiaries for their performance and contributions in delivering strong returns and creating value for Shareholders' investments. Additionally, it aims to incentivize these employees to contribute to the Company's future growth and profitability.

SHARE CAPITAL

During the financial year, there has been no change in the Authorized Share Capital of the Company, as at March 31, 2025, it remained at ₹50,00,00,000/- divided into 25,00,00,000 Equity Shares of ₹2/- (Rupees Two Only) each.

The Issued and Paid-up Share Capital of the Company increased following the allotment of 13,92,856 equity shares upon the exercise of an equal number of stock options by employees of the Company and its subsidiaries, as well as the allotment of 80,22,388 equity shares through a QIP fund raise.

The details of changes in the Issued and Paid-up Share Capital during the year are given below:

Particulars	No. of Shares	Share Capital (₹)
As on April 1, 2024	13,19,03,139	26,38,06,278
Increased during the year	94,15,244	1,88,30,488
As on March 31, 2025	14,13,18,383	28,26,36,766

During the financial year, the Company has not issued any debentures, bonds or non-convertible securities.

CREDIT RATING

During the financial year under review, the Company has no outstanding instruments for which the credit rating needs to be obtained.

INTERNAL FINANCIAL CONTROL SYSTEMS AND IT'S ADEQUACY

Financial Statements of the Company comply with the Ind AS specified under Section 133 of the Act.

The Company has put in place adequate internal controls with reference to accuracy and completeness of the accounting records and timely preparation of reliable financial information, commensurate with the size, scale and complexity of operations and ensures compliance with various policies and statutes in keeping with the organization's pace of growth, increasing complexity of operations, prevention and detection of frauds and errors. The design and effectiveness of key controls were tested and no material weaknesses were observed. The Audit Committee reviews and evaluates the adequacy of internal financial control and risk management systems, periodically. Efficacy of Internal control systems are tested periodically by Internal Auditors and regular reviews by the management, and Internal Control over financial reporting is tested and certified by the Statutory Auditors.

The Board also reviews the internal processes, systems and the internal financial controls and accordingly, the Directors' Responsibility Statement contains confirmation as regards to adequacy of the internal financial controls. Assurance on the effectiveness of Internal Financial Controls is obtained through management reviews, self-assessment, continuous monitoring by functional heads as well as testing of the internal financial control systems during the course of audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed adequately and are operating as intended.

Information on the Internal Control Systems and its adequacy has been covered under the Management Discussion & Analysis, forming part of this Annual Report.

During the financial year under review and based on the presentation made by the Statutory Auditors no material or serious observation has been highlighted for inefficiency or inadequacy of such controls.

Compliance Management

To ensure compliance with all the applicable laws, we have rolled out a strong and robust digital compliance tool. A comprehensive compliance checklist prepared by an independent agency, has been developed to outline all applicable requirements. Each item is mapped to a designated compliance owner responsible for confirming adherence to ensure that the compliances are completed within the defined timelines, automated email reminders are sent to the individual owners to comply with the requirements within stipulated timelines.

The respective heads of departments are required to certify the compliance mapped to their function for onwards submission to the Board in a summarized form along with legal and regulatory update. To ensure comprehensiveness, periodic audits of the compliance tool are conducted by the management and corrective actions are taken to ensure strict adherence.

Additionally, an independent agency periodically updates the checklist either on a periodic basis or in response to specific events, in order to ensure completeness.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has several subsidiaries, joint ventures and associates spread across the globe. As on March 31, 2025, the Company had 142 subsidiaries, 5 Joint Ventures, 5 Associates and 1 Controlled Trust. Details regarding change in subsidiaries, associates and joint venture companies are set out in Note 2 of the Consolidated Financial Statements.

The Companies which were newly added or ceased to be subsidiaries / associate / joint ventures during the financial year are as follows:

Entities Incorporated/ acquired

Sl. No.	Name	Country
1	Pangram Celebrity Brands Private Limited	India
2	Kontemporary Koncepts Private Limited	India
3	NexStyle Apparel Manufacturing Limited	India
4	Sunny UP US Limited	USA
5	PDS Online Enterprise USA Inc	USA
6	PDS North America LLC	USA
7	New Lobster USA LLC	USA
8	Positive Materials Limited	UK
9	Onme Soho Health and Beauty Limited	UK
10	Adaptive Fashion Limited (Erstwhile Unhidden - UK Limited.)	UK
11	Roksanda UK Limited	UK
12	Northern Brands Limited (Erstwhile Subtract Retail Limited)	UK
13	OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)	UK
14	Simple Approach Trading FZCO	UAE
15	Tritron Fashion FZCO	UAE
16	Onme Soho Health and Beauty FZCO	UAE
17	Angelic-Partners Limited	Hong Kong
18	Brand Collective BCPT, Unipessoal LDA	Portugal
19	Poeticgem Europe Limited	Ireland
20	PDS MEA Limited	Egypt
21	SNE Moda Tasarim Sabayi ve Ticaret Anonim Sirketi	Turkey

Entities Dissolved/ Liquidated / Disposed Off

Sl. No.	Name	Country
1	Dizbi Private Limited	India
2	Blueprint Design Limited	Hong Kong
3	JJ Star Industrial Limited	Hong Kong
4	Kindred Fashion Limited	Canada
5	Nodes Studio LDA	Portugal

Entities Merged

Sl. No.	Name	Country
1	S.O.T Garments India Private Limited	India

The Consolidated Financial Statements of the Company have been prepared in accordance with Section 129(3) of the Act and Regulation 34 of the SEBI Listing Regulations and form part of this Annual Report. A statement containing salient features of the Financial Statements of subsidiaries, joint ventures and associate companies are stated in the prescribed Form AOC-1 which is attached as **Annexure 2**, which forms part of the Annual Report. The statement also provides details of the performance and financial position of each of the subsidiaries, joint ventures and associates. The consolidated financial

statements presented in this Annual Report include financial performance and financial position of the subsidiaries, joint ventures and associate companies.

The details of the material subsidiaries of the Company are provided in the Report on Corporate Governance, which forms part of this Annual Report. The policy for determining material subsidiaries of the Company is available on the Company's website at <https://pdsLtd.com/investors/corporate-governance/#policies>.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Directors

Non-Executive & Non-Independent Directors

During the financial year, Mrs. Payel Seth (DIN: 00003035) has tendered her resignation as Non-Executive and Non-Independent Director on October 29, 2024, effective at the close of business hours on March 31, 2025, due to her other pre-occupations and personal commitments.

Based on the recommendations of the NRC and the Board of Directors, the members approved, through a postal ballot on April 30, 2025, the continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, beyond the age of 75 (Seventy-Five) Years.

As on the date of this report, Dr. Deepak Kumar Seth - Chairman, Mr. Parth Gandhi and Ms. Yael Gairola are the Non-Executive & Non-Independent Directors of the Company, who are liable to retire by rotation.

Executive Director

As on the date of this report, Mr. Pallak Seth is the Executive Director Vice-Chairman of the Company.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Pallak Seth, is liable to retire by rotation at the ensuing 14th AGM and being eligible, has offered himself for re-appointment. On the recommendation of the NRC, the Board of Directors recommends his re-appointment as Director, liable to retire by rotation. The said re-appointment is subject to the approval of members at the ensuing AGM.

Independent Directors

During the financial year, Mr. Mungo Park (DIN: 09390792) resigned as Independent Director on October 29, 2024, effective at the close of business hours on March 31, 2025, due to his other pre-occupations and personal commitments. He has also confirmed that there is no material reason for his resignation other than those mentioned above, which was intimated to the Stock Exchanges.

Based on the performance evaluation and considering the expertise, skills, strategic insights, constructive challenge to viewpoints, deep understanding of the Company's business operations, and awareness of industry and global trends, the Nomination & Remuneration Committee and the Board of Directors have recommended to the members of the Company the re-appointment of Ms. Sandra Campos as Independent Director of the Company for a second term of 2 (two) years w.e.f. November 28, 2025 to November 27, 2027 (both days inclusive). The proposal for re-appointment of Ms. Sandra is included in the notice of the ensuing AGM for the approval of the Members.

As on the date of this report, Mr. Nishant Parikh, Mr. B G Srinivas, Mr. Robert Sinclair and Ms. Sandra Campos are the Independent Directors of the Company.

All the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of Section 164 of the Act.

In the opinion of the Board, all the directors, including the directors appointed/ re-appointed during the year, possess the requisite qualifications, experience, expertise, proficiency and hold high standards of integrity.

Key Managerial Personnel

As on March 31, 2025, Mr. Sanjay Jain, Group Chief Executive Officer, Mr. Rahul Ahuja, Group Chief Financial Officer and Mr. Abhishek Kanoi, Head of Legal & Group Company Secretary are Key Managerial Personnel of the Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

Declaration by Independent Directors

All Independent Directors of the Company have given requisite declarations confirming that (i) they meet the criteria of independence as laid down under Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations; (ii) continue to comply with the Code of Conduct of the Company as applicable to the Board and Senior Managerial Personnel, and Code of Conduct laid down under Schedule IV of the Act; and (iii) that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with impartial and unbiased judgment and without any external influence.

The Independent Directors have further confirmed that they have registered themselves with the Independent Directors Database maintained by the Indian Institute of Corporate Affairs, in accordance with Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and that they continue to hold valid registration certificates.

Board Meetings

During the year under review, 10 (ten) Meetings of the Board were held. A detailed update on the Board, its composition, governance of committees, number of Board and Committee meetings held during financial year under review and attendance of the Directors thereat, is provided in the Report on Corporate Governance, which forms part of this Annual Report.

Compliance with Secretarial Standards

The Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2, on the 'Meetings of the Board of Directors' and 'General Meetings', respectively.

Constitution of various Committees

The Board has constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee

- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

During the financial year, all recommendations made by the Committees of the Board, including the Audit Committee, were accepted by the Board.

Policies on the appointment of Directors and their Remuneration

The Board recognizes the importance of having a diversified board, viz. constructive discussion, better decision making and long-term value creation for all Stakeholders. In order to ensure diversity, standardize the process of selection of an individual at the Board or Senior Management level and pursuant to the provisions of Section 178 of the Act read with Regulation 19 of the SEBI Listing Regulations, the Company has formulated and adopted a Nomination & Remuneration Policy on appointment and remuneration of Directors, Senior Management and Key Managerial Personnel including criteria for determining qualifications, positive attributes, independence of a director and other matters. The Nomination and Remuneration Policy is available on the website of the Company <https://pdsLtd.com/wp-content/uploads/2022/07/Nomination-and-Remuneration-Policy.pdf>.

We affirm that the remuneration paid to the Directors are as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Policies

The Board, from time to time, has framed and revised various Policies as per the applicable acts, rules, regulations and standards for better governance and administration of your Company. The Policies are made available on the website of the Company at <https://pdsLtd.com/investors/corporate-governance/#policies>.

Annual Evaluation by the Board

NRC, in consultation with the Board, has formulated robust framework for evaluation of performance of the Board, its committees, individual directors including the Chairperson of the Company keeping in view the board practices. The evaluation process for the financial year under review involved circulating customized questionnaires tailored to the industry in which Company operates, analyzing the responses received, and presenting a summary to the Board and respective committees. All the Directors participated in the evaluation process.

The result of evaluation was discussed in the respective committee meetings. Recommendations arising from the evaluation process were considered by the Board and the committees to optimize its effectiveness.

A detailed disclosure on the framework of Board Evaluation including outcome and action plan has been provided in the Report on Corporate Governance.

Familiarization Programmes

The Company has adopted a structured induction programme for orientation and training of Directors at the time of their joining to provide them with an opportunity to familiarize themselves with the Company, its management, its operations, and the industry in which the Company operates.

A note on the adopted structured induction programme, along with a description of the ongoing and other than ongoing programmes conducted for orientation and training of the Directors is provided in the report on Corporate Governance, which forms part of this Annual Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Board has confirmed that:

- the applicable Accounting Standards had been followed in the preparation of the annual accounts along with proper explanation relating to material departures;
- such accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs and that of the profit of the Company at the end of the financial year;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- the proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- the system to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors and Auditor's Report

As per Section 139 of the Act and the Rules framed thereunder, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm

Registration Number: 001076N/ N500013), were appointed as Statutory Auditors of the Company at the 8th AGM held on November 13, 2019, to hold office from the conclusion of the 13th AGM till the conclusion of the 18th AGM. The Statutory Auditors have confirmed that they continue to remain eligible to act as the Statutory Auditors of the Company.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors, in their Audit Report for the financial year under review. The Notes on Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. SGGS & Associates, Practicing Company Secretaries [ICSI Unique Code: P2021MH086900], to undertake the Secretarial Audit of the Company for the financial year under review. The Secretarial Audit Report for the financial year ended March 31, 2025, in the prescribed Form MR - 3 is attached to this Report as **Annexure 3**. The said Secretarial Audit Report was issued with qualifications and the management response on the same are detailed in the report which are self-explanatory.

Based on the recommendation of the Audit Committee, the Board of Directors, at its Meeting held on May 15, 2025, subject to the approval of the Members of the Company, approved the appointment of M/s. SGGS & Associates ("SGGS"), Practicing Company Secretaries [ICSI Unique Code: P2021MH086900], as the Secretarial Auditors of the Company, for a first term of five consecutive years to hold office of the Secretarial Auditor from the financial year 2025-26 to the financial year 2029-30.

The proposal for appointment of SGGS as the Secretarial Auditors of the Company is included in the notice of the ensuing AGM for the approval of the Members.

SGGS had submitted a consent letter stating that it is eligible for appointment as Secretarial Auditor as per the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI Listing Regulations, and circulars issued thereunder.

Annual Secretarial Compliance Report

Pursuant to Regulation 24A of the SEBI Listing Regulations, the Secretarial Compliance Report issued by the Secretarial Auditor of the Company for the financial year ended March 31, 2025, has been submitted to the Stock Exchanges.

Further, in this regard, please note that the Company does not have any material unlisted Indian subsidiary during financial year 2024-25.

Cost Auditors

During the financial year, provisions of Section 148 of the Act, read with Companies (Audit & Auditors) Rules, 2014, and other applicable provisions, if any, relating to maintenance of cost records and cost audit are not applicable to the Company.

Details of fraud reported by the Auditors

During the financial year, neither the Statutory Auditors nor the Secretarial Auditors of the Company have reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act and therefore, no detail is required to be disclosed under Section 134(3) (ca) of the Act.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Act and the Rules made thereunder, the Company has adopted a Corporate Social Responsibility ("CSR") Policy, and the Board has constituted a Committee to implement CSR activities. The composition of the Committee and additional details are provided in the Corporate Governance Report, forming part of this Report.

During the financial year, the Company was statutorily required to spend ₹ 33,60,717 towards CSR contribution. However, the Company has contributed ₹ 63,41,602 towards CSR activities for the financial year, which was over and above the statutory requirements as per the Act. The CSR contribution was made to 'Soham for Kids Education Society' in Hyderabad (India) towards helping unprivileged and orphaned children by way of providing free education, mid-day meals, good healthcare facilities, vocational training, etc. The activities undertaken are in accordance with Schedule VII of the Act. The brief outline of CSR Policy of the Company and the Company's CSR initiatives and activities during the financial year as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are set out in **Annexure 4**, forming part of this Report.

RISK MANAGEMENT

The Company has a robust and integrated risk management framework embedded across its operations. It considers risk management a critical element in ensuring operational resilience and informed decision-making in a dynamic business environment.

The Company has a duly approved Risk Management Policy ("Policy"). The Policy encompasses around Governance Structure, Risk Identification & Categorization, Risk Prioritization, Risk Mitigation, Monitoring and Reporting. The objective of this Policy is to have a well-defined approach to risk. The Policy lays down broad guidelines for timely identification, assessment, and prioritization of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately compensated or mitigated. The policy can be accessed at https://pds ltd.com/investors/corporate_governance/#policies.

Understanding the importance of managing the risk, the Board has constituted a Risk Management Committee, which focuses on risk management including determination of Company's risk appetite, risk tolerance, regular risk assessments, risk

mitigation strategies (risk identification, risk quantification and risk evaluation), etc.

The Audit Committee has an additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of Policy has been covered in the 'Management Discussion and Analysis', which forms a part of this Report.

PARTICULARS OF EMPLOYEES

A statement of disclosure on remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), is attached to this Report as **Annexure 5**. As per the second proviso to Section 136(1) of the Act and second proviso of Rule 5 of the Rules, the Report and Financial Statements are sent to the Shareholders excluding the statement on particulars of employees under Rule 5(2) of the Rules. Any Shareholder interested in obtaining such details may write to the Head of Legal & Group Company Secretary of the Company at investors@pds Ltd.com and the same shall be furnished on such request.

RELATED PARTY TRANSACTIONS

All transactions entered into by the Company with its related parties during the financial year ended on March 31, 2025, were in the ordinary course of business and on an arm's length basis and hence, do not attract the provisions of Section 188 of the Act. All related party transactions are placed before the Audit Committee for their approval, and on a quarterly basis, the transactions entered into during the previous quarter are reviewed. As a process, omnibus approval is obtained for related party transactions on periodic basis for transactions which are repetitive in nature as per criteria for making the omnibus approval and unforeseen transactions, as long as they are in line with the Company's RPT Policy. Only the Independent directors who are members of the Audit Committee are allowed to vote on the matters relating to Related Party Transactions. The Audit Committee has full power to call for any information from the management and appoint third party to ensure that transactions are carried out in best interests of the Company.

The Board of Directors has formulated a Policy on dealing with Related Party Transactions pursuant to the provisions of the Act and the SEBI Listing Regulations. The Policy includes clear threshold limits and intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties. During the financial year, the Board of Directors had revised the Policy on Related Party Transaction in order to align the said policy with the amendments made in Regulation 23 of SEBI Listing Regulations.

The Policy is uploaded on the website of the Company at <https://pds Ltd.com/wp-content/uploads/2022/07/Policy-on-Related-Party-Transactions.pdf>.

During the financial year, the Company did not enter any material transaction, contract or arrangement with related parties therefore the disclosure in the prescribed Form AOC-2 in terms of Section 134 of the Act is not required.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2025 in Form MGT 7, in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at https://pds Ltd.com/investors/financial_reports/#annual-reports.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 and Schedule V of the SEBI Listing Regulations, the Management Discussion and Analysis Report is presented in a separate section, forming part of this Annual Report.

CORPORATE GOVERNANCE

The Company is dedicated in fostering a culture anchored in fundamental values and ethical governance standards. We consistently uphold transparency in our operations and place significant emphasis on ethical conduct in all aspects of our business. In terms of Regulation 34 of the SEBI Listing Regulations, the Report on Corporate Governance for the financial year ended March 31, 2025 is attached to this report as **Annexure 6**.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As per Regulation 34 of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report is attached as **Annexure 7**, forms part of this Report and is also available on the Company's website at https://pds Ltd.com/investors/financial_reports/.

VIGIL MECHANISM/ WHISTLEBLOWER POLICY

The Company has implemented a Vigil Mechanism Policy, also known as the Whistleblower Policy, to address instances of fraud and mismanagement. This policy empowers the Company's Stakeholders to report genuine concerns regarding unethical behavior, suspected fraud, or breaches of the Code of Conduct. Additionally, it facilitates the reporting of incidents or suspected leaks of unpublished price-sensitive information. To enhance accessibility, the Company has provided a NAVEX hotline on its website for stakeholders to report such instances under the Vigil Mechanism.

This policy ensures strict confidentiality of whistleblowers while handling their concerns and stipulates non-discriminatory treatment for individuals raising genuine concerns. Moreover,

it includes a provision for direct access to the Chairperson of the Audit Committee in emergency cases. The Vigil Mechanism/Whistleblower Policy is publicly accessible on the Company's website at https://pdsLtd.com/investors/corporate_governance/#policies.

During the financial year, no complaint pertaining to the Company were received under Vigil mechanism.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. An Internal Complaints Committee ("ICC") is in place for all workers and officers of the Company to redress complaints received regarding sexual harassment.

During the financial year, no sexual harassment complaints were received. The Company also arranges awareness programs for its employees against sexual harassment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO UNDER SECTION 134(3)(m) OF THE ACT

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

The company specializes in wholesale garment trading leveraging a business model that prioritizes minimal electricity consumption. Manufacturing activities are carried out by subsidiary companies, and comprehensive measures for energy management and details of technology absorption are outlined in the Business Responsibility and Sustainability Report.

Given the nature of the Company's business, the Company is committed to continuously enhance its operational efficiency and effectiveness by adopting cutting-edge technologies. Regular reviews were conducted to monitor the progress of various initiatives.

On a standalone basis, the Company's earnings in foreign exchange during the period under review amounted to ₹ 40,834.51 Lakhs for FY 2024-25 against ₹53,685.15 Lakhs for FY 2023-24 as against foreign exchange outgo equivalent to ₹ 38,662.83 Lakhs for FY 2024-25 against ₹45,931.50 Lakhs for FY 2023-24.

There has been no expenditure on R&D during the year, and the Company has not imported any technology during the past 3 years.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of loans or guarantees given, investments made or securities provided by the Company as required under Section 186(4) of the Act are contained in Note 7, Note 8 and Note 13 respectively to the Standalone Financial Statements of the Company, forming part of this Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY OPERATIONS IN FUTURE

During the financial year, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis Report, describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in the government regulations, developments in the infrastructure segment, tax regimes and economic developments within India.

GENERAL

The Board states that no disclosures or reporting is required in respect of the following items, as the same is either not applicable to the Company or relevant transactions/events have not taken place during the financial year:

1. The Company has neither issued any sweat equity shares nor issued any equity shares with differential rights in respect of dividend, voting, or otherwise.
2. There is no application/proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year under review. Further, there are no instances of one-time settlement with any Bank or Financial Institutions.

ACKNOWLEDGEMENT

The Board acknowledges the guidance, support extended by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Registrar of Companies and all other governmental and regulatory authorities including officials there at from time to time.

The Board also place on record their sincere appreciation for the continued support extended by the Company's Stakeholders at large including investors, customers, banks, financial institutions, and well-wishers during the year. The Board expresses sincere appreciation for the valuable contributions of employees at all levels of the Company and its subsidiaries. Their dedication, teamwork, and support have been key to the Company's sustained growth.

Date: May 15, 2025
Place: Mumbai, India

By Order of the Board of Directors
For PDS Limited

Deepak Kumar Seth
Chairman &
Non-Executive Director
DIN: 00003021

Pallak Seth
Executive Vice-Chairman
Director
DIN: 00003040

Annexure 1

Disclosure Pursuant to Regulation 14 of The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the Financial Year 2024-25

General Disclosures

- A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

All relevant disclosures have been made in the Financial Statements mentioned in the Annual Report 2024-25 which can be accessed through web link – https://pdsLtd.com/investors/financial_reports/.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time. – Earning Per Share.

For details, please refer to note no. 44 to Standalone Financial Statements mentioned in the Annual Report 2024-25 which can be accessed through web link - https://pdsLtd.com/investors/financial_reports/.

Scheme Specific Disclosures

Sr. No.	Details of ESOP	PDS Limited - Employee Stock Option Plan 2021 (PDS ESOP 2021)	PDS Limited- Employee Stock Option Plan 2021 – Plan A (PDS ESOP Plan A)	PDS Limited- Employee Stock Option Plan 2021 – Plan B* (PDS ESOP Plan B)	PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021**
1	Date of Shareholders Approval	February 25, 2021	July 30, 2021	July 30, 2021	July 30, 2021
2	Total No. of Options approved under ESOP	26,57,825 Stock Options	29,12,050 Stock Options	5,06,740 Stock Options	8,61,415 Stock Units
3	Vesting Requirements	The Options/Units would vest not earlier than 1 year and not later than 4 years from the date of grant of Options/Units. The Nomination and Remuneration Committee may specify certain vesting conditions pursuant to which the Options may vest with the relevant Eligible Employee. The specific vesting schedule and vesting conditions would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.			
4	Maximum Term of Options/Units Granted	Options/Units granted shall be capable of being exercised within a period of 4(four) years from the date of vesting.			
5	Exercise Price or Pricing Formula	The Exercise price in respect of the Option/Units shall be determined by the Nomination and Remuneration Committee and shall be notified to the Option/ Units Grantees in the grant letter. The Exercise Price may be equal to or less than the market price of the Equity Shares of the Company, as determined by the Nomination and Remuneration Committee from time to time but shall not be less than the face value of the underlying Equity Share.			
6	Source of Shares (Primary, secondary or combination)	Primary	Primary	Secondary	NA
7	Variation in Terms of Options/Units	Variation in PDS ESOP 2021 approved on July 30, 2021.	Variation in PDS ESOP Plan A approved on January 12, 2022.	NA	NA
8	Method of Option Valuation	Indian Accounting Standards (Ind AS) has been adopted by Company in previous financial year and accordingly, the Company has accounted the stock options/ units at Fair Value Method.			
9	Difference between the above and employee compensation cost that shall have been recognized if it had used the fair value of the options/units (if method is Intrinsic Value Method)	Not Applicable			

Sr. No.	Details of ESOP	PDS Limited - Employee Stock Option Plan 2021 (PDS ESOP 2021)	PDS Limited- Employee Stock Option Plan 2021 – Plan A (PDS ESOP Plan A)	PDS Limited- Employee Stock Option Plan 2021 – Plan B* (PDS ESOP Plan B)	PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021**
10	Option movement during the Year				
	Number of Options/Units outstanding at the beginning of the period, i.e., April 1, 2024	14,23,910	23,30,256	1,52,169	2,56,625
	Number of Options/Units granted during the year	-	-	1,25,000	-
	Number of Options/Units forfeited/ lapsed during the year	-	27,500	-	5,000
	Number of Options/Units vested during the year	5,25,000	6,84,943	40,306	86,875
	Number of Options/Units exercised during the year	9,48,910	4,43,946	21,556 [#]	26,250
	Number of Shares arising as a result of exercise of options/units	9,48,910	4,43,946	Nil [#]	Nil [*]
	Money realized by exercise of options/ units (Amount in Rs.)	10,45,12,800	9,86,89,500	53,36,865	Nil
	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable	Nil	Not Applicable
	Number of Options/units outstanding as at March 31, 2025	4,75,000	18,58,810	2,55,613	2,25,375
	Number of Options/units exercisable as at March 31, 2025	4,65,000	11,30,118	55,306	1,26,000
11	Weighted average exercise price of Options/Units granted whose				
	(a) Exercise Price equals market price				
	(b) Exercise Price is greater than market price		Refer Annexure I & Refer to Note No. 44 to Standalone Financial Statements		
	(c) Exercise Price is less than market price				
	Weighted average fair value of Options/units granted during the year whose				
	(a) Exercise Price equals market price				
	(b) Exercise Price is greater than market price				
	(c) Exercise Price is less than market price				
	Weighted Average Information:				
	The fair value of employee share options, see (A) above, has been measured using Black Scholes Merton Model. The fair value of the options and the inputs used in the measurement of the grant date fair values of the equity-settled share-based payment plan are as follows:				
12	Employee Wise details of-				
	i) Options/units granted to Senior Managerial Personnel during the FY 2024-25	-	-	-	-
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year;	-	-	-	-
	iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	-	-	-	-

Sr. No.	Details of ESOP	PDS Limited - Employee Stock Option Plan 2021 (PDS ESOP 2021)	PDS Limited- Employee Stock Option Plan 2021 – Plan A (PDS ESOP Plan A)	PDS Limited- Employee Stock Option Plan 2021 – Plan B* (PDS ESOP Plan B)	PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021**
13	A description of the method and significant assumptions used during the year to estimate the fair value of options.	Refer Annexure I & Refer to Note No. 44 to Standalone Financial Statements			

Notes:

PDS Multinational Fashions ESOP Trust has bought 78,000 equity shares from the market and has transferred 21,556 equity shares to the employees during the financial year ended March 31, 2025.

* Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Vistra ITCL (India) Limited is trustee.

** The Company's Stock Units are cash- settled with choice of settlement with the Company, and method used to account in fair value.

Details related to ESOP Trust**i) General Information on all schemes**

Sr. No	Particulars	Details
1	Name of the Trust	PDS Multinational Fashions ESOP Trust
2	Details of Trustee(s)	Vistra ITCL (India) Limited
3	Amount of loan disbursed by company / any company in the group, during the year	₹ 2,94,60,000/-
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	₹ 9,46,66,808/-
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NA
6	Any other contribution made to the Trust during the year	Nil

ii) Brief details of the transactions in shares by the trust

Number of Shares held at the beginning of the year	1,66,588 Equity Shares			
Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Sl. No.	Date	Mode of Acquisition	% of paid-up equity capital as at the end of the previous financial year
	1	17/05/2024	Market Purchase	0.01
	2	21/05/2024	Market Purchase	0.01
	3	22/05/2024	Market Purchase	0.01
	4	23/05/2024	Market Purchase	0.00
	5	24/05/2024	Market Purchase	0.01
	6	28/05/2024	Market Purchase	0.01
	7	30/05/2024	Market Purchase	0.01
	Total			0.06
	No. of Shares			
				78,000
	Primary Issuance: Not Applicable			
	Weightage average cost of acquisition per share: ₹ 438.52			
Number of shares transferred to the employees / sold along with the purpose thereof	Pursuant to exercise of the stock options allotment to the employees under PDS ESOP Plan B, 21,556 equity shares to the employees during the financial year ended March 31, 2025.			
Number of shares held at the end of the year	2,23,032 Equity Shares			

iii) In case of secondary acquisition of shares by the Trust:

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	1,66,588
Acquired during the year	78,000
Sold during the year	0
Transferred to the employees during the year	21,556
Held at the end of the year	2,23,032

By & On Behalf of the Board of Directors
For PDS Limited

Deepak Kumar Seth
Chairman &
Non-Executive Director
DIN: 00003021

Pallak Seth
Executive Vice-Chairman
DIN: 00003040

Date: May 15, 2025
Place: Mumbai, India

Annexure A

The Fair value of ESOPs granted under PDS ESOP Plan 2021 & PDS ESOP Plan A & PDS ESOP Plan B have been measured using the Black-Scholes option-pricing model using the following assumptions, sorted according to their grant dates:

Particulars	March 31, 2025	March 31, 2024
Weighted average Grant date fair value, per share (in ₹)	480.35	537.26
Weighted average Exercise price, per share (in ₹)	396.00	434.02
Assumptions used:		
Volatility	40.75% - 42.17%	37.00% - 41.22%
Expected lives (in years)	1.50 - 5.00	1.50 - 5.00
Risk-free interest rate	7.00% - 7.04%	6.89% - 7.19%
Expected dividend yield rate	0.28% - 0.43%	1.40% - 1.51%

Summarized information about movement in PDS ESOP Plan 2021 & PDS ESOP Plan A & PDS ESOP Plan B

Particulars	March 31, 2025		March 31, 2024	
	Number of options*	Weighted average exercise price per share (₹)	Number of options*	Weighted average exercise price per share (₹)
Outstanding at the beginning of the year	38,93,835	193.30	49,60,185	181.67
Granted during the year	1,25,000	396.00	55,000	434.02
Adjustment due to stock Split	-	-	-	-
Exercised during the year	(14,14,412)	147.44	9,84,475	144.69
Forfeited during the year	(22,500)	246.00	(1,36,875)	219.00
Outstanding at the end of the year	25,81,923	227.77	38,93,835	193.30
Exercisable at the end of the year	16,35,423	208.29	18,09,168	171.05

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures
(Information in respect of each subsidiary to be presented with amounts in ` in Lakhs)

Part A-Subsidiaries

Sl. No.	Name of the subsidiary	Date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total Assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
1	Technocian Fashions Pvt. Limited	20.03.2019	NA	INR	5.00	577.24	1,197.07	614.83	-	1,966.76	317.29	54.23	263.06	-	55.00%
2	Norlanka Manufacturing India Private Limited (Erstwhile Norlanka Brands Private Limited)	01.02.2021	NA	INR	745.00	(261.63)	443.39	(39.98)	-	24.61	42.47	-	42.47	-	100.00%
3	Multinational Textile Group Limited	13.05.2014	NA	USD	23,988.08	54,146.76	1,39,494.18	61,359.34	252.34	-	4,211.38	(49.20)	4,260.58	-	100.00%
4	Norwest Industries Limited	13.05.2014	NA	HKD	3,418.28	87,382.07	44,090.60	(46,709.74)	-	22,661.08	11,344.84	130.54	11,214.30	-	100.00%
5	PDS Sourcing Bangladesh Limited (Erstwhile Multinational OSG Services Bangladesh Private Limited)	13.05.2014	NA	BDT	825.78	(512.49)	317.64	4.35	-	-	(17.15)	18.51	(35.66)	-	99.97%
6	PDS Smart Fabric Tech Limited	07.09.2020	NA	HKD	219.68	85.75	305.43	-	-	0.87	(172.98)	-	(172.98)	-	100.00%
7	Techno Design GmbH	14.02.2014	NA	EUR	92.44	1,382.98	23,022.89	21,328.87	218.61	88,754.95	1,324.07	423.06	901.01	-	55.00%
8	PDS Fashions Limited	03.07.2018	NA	GBP	966.00	(2,089.36)	23,199.45	24,322.81	-	-	(740.19)	-	(740.19)	-	100.00%
9	Twins Asia FZCO	17.01.2019	NA	AED	23.27	756.86	3,099.62	2,319.49	-	10,218.64	216.13	-	216.13	-	85.00%
10	Design Arc FZCO	17.01.2019	NA	AED	23.27	(1,079.98)	1,660.59	2,717.31	-	3,868.22	(595.59)	-	(595.59)	-	85.00%
11	Kleider Sourcing FZCO	17.01.2019	NA	AED	23.27	467.31	4,798.50	4,307.92	-	45,510.82	2,768.74	-	2,768.74	-	51.00%
12	Spring Near East FZCO	17.01.2019	NA	GBP	47.38	1,846.82	14,590.25	12,696.04	-	14,678.00	734.39	-	734.39	-	55.00%
13	Techno Sourcing BD Limited	22.10.2019	NA	BDT	67.88	234.11	489.60	187.61	-	-	141.26	82.63	58.64	-	49.00%
14	Clower Collections FZCO	20.02.2020	NA	AED	23.27	10,213.24	19,626.62	9,390.10	-	66,082.03	8,076.26	-	8,076.26	-	75.00%
15	PDS Fashion USA Limited	16.10.2024	NA	HKD	351.47	72.13	11,537.42	11,113.82	-	377,680.03	1,801.73	-	1,801.73	-	100.00%
16	Techno Design HK Limited	13.05.2014	NA	HKD	850.7	4,787.14	24,286.75	19,414.54	-	25,019.87	2,314.82	5.17	2,309.65	-	55.00%
17	PG Group Limited	13.05.2014	NA	USD	854.63	1,959.45	4,452.91	1,638.84	-	17,173.08	622.89	-	622.89	-	51.00%
18	PG Shanghai Manufacturer Co. Ltd	13.05.2014	NA	RMB	148.41	(119.35)	226.23	197.17	-	-	6.32	-	6.32	-	51.00%
19	PG Home Group Limited	13.05.2014	NA	USD	213.66	2,497.99	776.94	(1,934.70)	-	6,360.68	643.88	-	643.88	-	45.90%
20	PG Home Group SPA	13.05.2014	NA	CLP	2.70	(459.07)	227.78	684.16	-	-	(3.18)	(0.78)	(2.41)	-	45.90%
21	Grupo Sourcing Limited, Hongkong	15.03.2016	NA	HKD	85.46	116.34	1,882.63	1,680.83	-	2,805.94	81.73	-	81.73	-	51.00%
22	Grupo Sourcing Limited, bangladesh	15.03.2016	NA	BDT	207.58	(555.69)	733.67	1,081.78	-	2,373.11	(117.03)	41.45	(158.48)	-	51.00%
23	Zamira Fashion Limited	13.05.2014	NA	HKD	213.64	594.99	10,163.89	9,355.26	-	24,316.74	(307.42)	5.49	(312.91)	-	67.00%

Sl. No.	Name of the subsidiary	Date since subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total Assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
24	PDS Brands Manufacturing Limited	24.10.2014	NA	HKD	179.46	7772	1,508.31	1,251.13	-	24,140.70	217.51	-	217.51	-	100.00%
25	Zamira Fashion Limited Zhongshan	26.06.2015	NA	RMB	346.20	(211.08)	114.06	(21.07)	-	-	(13.91)	-	(13.91)	-	67.00%
26	Poeticgem International Limited	13.05.2014	NA	HKD	37.03	1,406.89	10,731.15	9,287.23	-	19,172.00	819.88	-	819.88	-	100.00%
27	Simple Approach Limited	13.05.2014	NA	HKD	2,939.72	8,796.82	56,191.06	44,454.52	-	1,94,701.24	7,660.10	1,265.23	6,394.86	-	80.00%
28	Simple Approach (Canada) Limited	02.05.2013	NA	CAD	0.12	380.65	374.60	(6.17)	-	-	(37.52)	-	(37.52)	-	80.00%
29	PDS Asia Star Corporation Limited	13.05.2014	NA	HKD	256.37	2,704.66	5,651.88	2,690.85	-	47,821.05	2,040.91	-	2,040.91	-	60.00%
30	PDS Trading (Shanghai) Co. Ltd	13.05.2014	NA	RMB	706.60	(271.04)	1,441.50	1,005.93	-	3,885.32	134.86	-	134.86	-	60.00%
31	Casa Forma Limited	13.05.2014	NA	GBP	1,021.20	(1,021.43)	16.92	17.15	-	-	(22.82)	-	(22.82)	-	100.00%
32	PDS Sourcing Limited	13.05.2014	NA	USD	11,953.87	5,230.60	27,828.42	10,643.95	-	-	4,720.74	(83.69)	4,804.43	-	100.00%
33	GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Ltd)	15.03.2016	NA	HKD	19,142.37	(6,627.87)	22,490.68	9,976.18	-	8,778.88	(424.48)	-	(424.48)	-	93.00%
34	GoodEarth Apparel's Ltd. (Erstwhile Green Smart Shirts Limited)	04.05.2016	NA	BDT	12,467.53	(1,039.80)	22,081.22	10,653.48	-	32,976.62	1,776.60	251.24	1,525.35	-	99.98%
35	Progress Manufacturing Group Limited	17.07.2015	NA	HKD	25,645.65	(7,488.18)	29,754.05	11,596.58	-	21,496.62	(654.37)	-	(654.37)	-	93.00%
36	Progress Apparel's (Bangladesh) Limited	12.07.2015	NA	BDT	17,295.94	(8,831.53)	25,076.01	16,611.60	-	43,565.63	2,473.27	389.25	2,084.02	-	100.00%
37	PDS Ventures Limited (Formerly known as MultiTech Venture Limited)	25.11.2015	NA	USD	30,447.78	(1,056.20)	29,381.29	(223.94)	213.66	-	0.34	-	0.34	-	100.00%
38	Poetic Brands Limited	15.01.2015	NA	GBP	55.20	2,114.61	12,764.71	10,594.90	-	22,832.06	315.90	-	315.90	-	60.00%
39	Poeticgem Limited	13.05.2014	NA	GBP	55.20	11,917.79	33,151.53	21,178.54	4794	14,294.83	308.90	-	308.90	-	100.00%
40	Design Arc UK Limited	21.10.2016	NA	GBP	55.20	1,238.19	7,016.13	5,722.74	-	1,232.64	(956.38)	(190.05)	(766.32)	-	85.00%
41	Recovered Clothing Limited	24.07.2018	NA	GBP	55.20	(1,270.93)	3,489.89	4,705.63	-	317.69	(1,008.07)	-	(1,008.07)	-	60.00%
42	Techno Design USA LLC	16.04.2020	NA	USD	-	(141.56)	-	141.56	-	-	-	-	-	-	55.00%
43	360 Notch Limited	31.07.2015	NA	HKD	85.46	(2,688.07)	1,235.39	3,838.01	-	1,551.42	103.87	-	103.87	-	100.00%
44	Fareast Vogue Limited	13.05.2014	NA	HKD	8.55	0.06	-	(8.60)	-	-	-	-	-	-	55.00%
45	Casa Collective Limited	19.01.2018	NA	HKD	85.46	(671.57)	1,137.59	1,723.70	-	1,608.41	1,763.20	-	1,763.20	-	75.00%
46	Nor Lanka Manufacturing Limited	22.10.2008	NA	HKD	1.68	3,489.16	19,428.11	15,937.27	-	77,691.42	1,285.92	-	1,285.92	-	100.00%
47	Krayons Sourcing Limited	16.12.2014	NA	HKD	8.55	4,827.99	8,673.09	3,836.55	-	67,440.99	5,854.15	-	5,854.15	-	75.00%
48	Kleider Arc Europe Limited	13.05.2015	NA	HKD	85.46	(2,210.32)	682.04	2,806.90	-	2,993.48	3.80	-	3.80	-	70.00%
49	Kleider Sourcing Hong Kong Limited	01.10.2018	NA	HKD	8.55	625.83	1,465.95	831.58	-	-	(14.29)	(9.03)	(5.25)	-	51.00%
50	Kleider Sourcing Limited	01.10.2018	NA	BDT	1,011.16	(552.75)	778.36	319.95	-	612.21	(30.21)	(7.03)	(23.17)	-	51.00%
51	PDS Far-east Limited	23.08.2016	NA	HKD	0.85	(6,278.75)	11,054.87	17,332.77	-	23,898.54	(781.85)	-	(781.85)	-	80.00%
52	Kindred Brands Limited	23.10.2018	NA	HKD	0.85	(35.23)	428.97	463.35	-	-	(7.73)	-	(7.73)	-	57.50%
53	Styleberry Limited	13.09.2016	NA	HKD	8.55	(3,077.58)	2,931.01	6,000.05	-	974.85	(532.03)	-	(532.03)	-	100.00%
54	PDS Far East USA, Inc.	11.07.2017	NA	HKD	5.51	(117.73)	366.43	478.65	-	1,264.02	2.38	-	2.38	-	100.00%

Sl. No.	Name of the subsidiary	Date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total Assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
55	PDS Ventures Limited (Erstwhile Smart Notch Industrial Limited)	28.12.2017	NA	HKD	28,850.29	(2,246.98)	22,899.89	(3,703.41)	21,426.51	-	561.17	-	561.17	-	100.00%
56	Apex Black Limited	28.12.2017	NA	HKD	8.55	4,524.46	7,800.86	3,267.86	7,789.48	-	(3.83)	-	(3.83)	-	65.00%
57	Jcraft Array Limited	12.04.2018	NA	HKD	42.73	(254.71)	163.97	375.96	-	771.69	(225.99)	-	(225.99)	-	85.00%
58	Rising Asia Star Hong Kong Co., Limited	13.05.2014	NA	HKD	8.55	(1,664.30)	141.14	1,796.89	-	-	2.14	-	2.14	-	100.00%
59	Northern Apparel Limited (Formerly known as Nor India Manufacturing Company Limited and PDS Tailoring Limited)	13.05.2014	NA	HKD	9.36	(2,453.10)	976.02	3,419.76	-	6,442.20	(549.51)	-	(549.51)	-	70.00%
60	Spring Near East Manufacturing Co. Limited	13.05.2014	NA	GBP	149.01	96.38	4,211.96	3,966.56	-	5,280.58	21.05	-	21.05	-	65.00%
61	Clover Collections Limited	13.05.2014	NA	HKD	170.91	1,551.87	1,558.24	(164.54)	-	6,492.15	795.15	-	795.15	-	100.00%
62	Twins Asia Limited	27.07.2015	NA	HKD	107.28	336.45	233.24	(210.49)	-	17,552.06	(121.54)	-	(121.54)	-	98.00%
63	Design Arc Asia Limited	18.12.2012	NA	HKD	135.62	1,687.74	9,674.82	7,851.47	-	43,901.55	900.95	-	900.95	-	98.00%
64	Smart Notch Limited, Shanghai	20.04.2018	NA	RMB	353.30	(261.45)	156.47	64.62	-	1,303.74	(389.32)	(4.87)	(384.45)	-	100.00%
65	LilyandSid Ltd	10.03.2020	NA	GBP	0.11	(624.34)	1,738.54	2,362.76	-	1,891.74	(635.60)	-	(635.60)	-	55.00%
66	Nor Lanka Manufacturing Colombo Limited	13.05.2014	NA	HKD	496.87	(90.95)	7,404.44	6,998.52	-	1,582.39	13.24	26.12	(12.88)	-	100.00%
67	Brand Collective Limited (formerly PDS H2GO Glove Manufacturing Limited)	30.09.2020	NA	HKD	12.82	(989.64)	23.84	1,000.66	-	39.77	(624.32)	-	(624.32)	-	70.00%
68	Poeticgem International FZCO	01.02.2021	NA	AED	23.27	818.98	19,818.94	18,976.69	-	1,07,649.97	1,374.72	-	1,374.72	-	75.00%
69	PDS Multinational FZCO	01.02.2021	NA	AED	9,843.43	7,891.69	25,170.24	7,435.13	-	1,004.45	5,297.75	-	5,297.75	-	100.00%
70	PDS Manufacturing Limited	22.03.2021	NA	USD	48,873.53	15.69	49,119.17	229.96	-	-	22.24	-	22.24	-	100.00%
71	Norlanka Progress (Private) Ltd	20.10.2015	NA	LKR	-	-	-	-	-	-	-	-	-	-	100.00%
72	PDS Brands Private Limited	28.07.2021	NA	INR	1.00	(11.45)	0.43	10.88	-	-	(9.41)	-	(9.41)	-	100.00%
73	Spring Design London Limited	13.05.2021	NA	GBP	-	(1,648.03)	14.04	1,662.07	-	-	(1,134.78)	-	(1,134.78)	-	100.00%
74	PG Capital FZE	27.09.2021	NA	AED	23.27	417.35	1,146.73	706.11	-	-	148.38	-	148.38	-	100.00%
75	PDS Brands Manufacturing FZCO	01.01.2022	NA	AED	23.27	140.39	1,060.13	896.48	-	706.22	114.05	-	114.05	-	100.00%
76	PDS MEA Limited	11.06.2014	NA	EGP	0.30	(35.51)	17.40	52.62	-	-	(35.51)	-	(35.51)	-	100.00%
77	Brand Collective Corporation Limited	29.11.2021	NA	GBP	0.00	(1,078.38)	2,948.72	4,027.10	-	7,714.96	(192.39)	-	(192.39)	-	70.00%
78	Sourcing Solutions Limited	31.05.2021	NA	HKD	8.55	320.84	2,170.81	1,841.43	-	10,360.41	364.41	-	364.41	-	51.00%
79	Simple Approach Bangladesh Private Limited	25.05.2022	NA	BDT	856.10	(371.58)	827.28	342.76	-	-	88.14	133.94	(45.80)	-	80.00%
80	Design Arc Europe SPA	13.05.2014	NA	EUR	-	-	-	-	-	-	-	-	-	-	70.00%
81	DBS Lifestyle India Private Limited	27.10.2022	NA	INR	2.04	1,225.00	3,004.60	1,777.56	-	2,022.17	(406.53)	(75.57)	(330.96)	-	51.00%
82	Suri Overseas Private Limited	27.10.2022	NA	INR	2.09	7.79	41.43	31.55	-	-	(2.41)	-	(2.41)	-	51.00%
83	S.Oliver Fashion India Private Limited	27.05.2022	NA	INR	1,314.00	(1,133.64)	232.66	52.30	-	-	(41.35)	(1.52)	(39.83)	-	55.00%
84	Sunny Up Limited	09.08.2022	NA	GBP	0.00	739.57	2,335.26	1,595.68	-	3,555.50	33.49	80.44	(46.95)	-	60.00%

Sl. No.	Name of the subsidiary	Date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total Assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
85	PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)	02.08.2022	NA	HKD	8.55	(1,305.29)	376.83	1,673.58	-	-	(1,230.08)	-	(1,230.08)	-	100.00%
86	PDS North America LLC	27.11.2024	NA	USD	-	-	-	-	-	-	-	-	-	-	100.00%
87	PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)	10.10.2022	NA	HKD	8.55	(4.33)	5.09	0.88	-	-	(3.16)	-	(3.16)	-	100.00%
88	Online Enterprise HK Limited	08.12.2022	NA	HKD	8.55	(27.62)	1,450.37	1,469.45	-	1,503.62	(25.31)	-	(25.31)	-	100.00%
89	DBS Lifestyle Limited	08.12.2022	NA	HKD	8.55	(5.11)	8.60	5.16	-	-	(3.41)	-	(3.41)	-	51.00%
90	SKOPE Apparels FZCO	26.12.2022	NA	AED	23.27	914.93	3,586.66	2,648.46	-	12,007.54	623.79	-	623.79	-	75.00%
91	PDS Logistics FZCO	03.10.2022	NA	AED	23.27	(32.67)	6.49	15.89	-	-	(10.43)	-	(10.43)	-	51.00%
92	PDS Sourcing FZCO	26.10.2022	NA	AED	23.27	6.60	272.61	242.75	-	343.66	12.96	-	12.96	-	100.00%
93	Collaborative Sourcing Services FZCO	25.07.2022	NA	AED	23.27	410.45	1,866.39	1,432.67	-	-	2,076.66	186.94	1,889.72	-	75.00%
94	Lily And Lionel London Limited	06.01.2023	NA	GBP	0.11	(669.39)	449.98	1,119.26	-	188.61	(302.17)	-	(302.17)	-	85.00%
95	PG Group SPA	24.01.2023	NA	CLP	2.70	(1.27)	17.10	15.68	-	-	(3.58)	0.08	(3.66)	-	51.00%
96	PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited and Casa Collective Sourcing Limited)	17.03.2023	NA	HKD	85.46	(309.22)	3.84	81.61	-	-	(305.51)	-	(305.51)	-	100.00%
97	Design Arc Brands Limited	22.02.2023	NA	GBP	0.11	(2,246.21)	1,127.09	3,373.18	-	176.38	(1,037.28)	-	(1,037.28)	-	85.00%
98	PDS Global Procurement Service FZCO	22.03.2023	NA	AED	23.27	(201.34)	960.67	1,138.74	-	972.49	319.84	21.01	298.83	-	100.00%
99	Upcycle Labs Limited	21.09.2021	NA	GBP	552.55	(1,711.25)	1,689.09	2,847.79	-	184.64	(872.91)	-	(872.91)	-	61.00%
100	Pangram Brands Global Private Limited	13.05.2014	NA	INR	5.00	(1.45)	3.90	0.35	-	-	(1.66)	(0.43)	(1.23)	-	51.00%
101	Pangram Celebrity Brands Private Limited	13.05.2014	NA	INR	-	-	-	-	-	-	-	-	-	-	51.00%
102	Kontemporary Concepts Private Limited	18.03.2025	NA	INR	-	-	-	-	-	-	-	-	-	-	51.00%
103	Simple Approach Home Limited	28.09.2023	NA	HKD	85.46	(39.88)	40.81	(4.77)	-	-	(39.29)	-	(39.29)	-	80.00%
104	Moda & Beyond Limited (Formerly Moda and Beyond Limited)	04.08.2023	NA	GBP	11.04	(1,170.07)	2,082.98	3,242.01	-	3,329.24	(1,064.14)	(145.70)	(918.44)	-	64.00%
105	Wonderwall (FE) Limited (HK)	01.04.2023	NA	HKD	0.00	(647.44)	2,607.23	3,254.67	-	13,194.77	(342.47)	(56.51)	(285.96)	-	63.75%
106	Wonderwall (FE) Limited	01.04.2023	NA	GBP	0.00	(697.10)	216.94	914.05	-	-	(43.24)	-	(43.24)	-	63.75%
107	PDS Fashions Bangladesh Limited	25.07.2023	NA	BDT	37.97	(198.35)	125.32	285.70	-	-	(47.15)	-	(47.15)	-	100.00%
108	Techno Sourcing Diş Ticaret Anonim Şirketi	31.05.2023	NA	TRY	2.77	0.72	4.09	0.60	-	-	0.97	0.02	0.95	-	55.00%
109	Techno (Shanghai) Trading Co., Ltd.	02.06.2023	NA	RMB	253.59	70.20	650.58	326.79	-	-	98.18	5.17	93.01	-	55.00%
110	New Lobster Limited	02.05.2023	NA	GBP	0.00	14,914.34	29,996.25	15,081.90	-	51,736.45	(1,790.61)	(456.20)	(1,334.42)	-	100.00%
111	New Lobster USA LLC	27.11.2024	NA	GBP	-	-	-	-	-	-	-	-	-	-	100.00%
112	PDS Lifestyle Limited UK	03.04.2023	NA	GBP	0.00	(369.74)	16,329.39	16,699.13	-	-	(583.96)	-	(583.96)	-	100.00%

Sl. No.	Name of the subsidiary	Date since subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total Assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
113	PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)	08.05.2023	NA	AED	23.27	(208.18)	399.76	584.67	-	511.10	23.20	-	23.20	-	100.00%
114	Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	08.05.2023	NA	AED	23.27	(18.22)	5.52	0.47	-	-	(18.03)	-	(18.03)	-	100.00%
115	Design Hub Sourcing FZCO	10.04.2023	NA	AED	85.39	158.30	1,191.00	947.31	-	5,509.76	82.21	-	82.21	-	100.00%
116	PDS Radius Brands FZCO	03.07.2023	NA	AED	23.27	(794.69)	568.23	1,339.66	-	605.69	(536.97)	-	(536.97)	-	75.00%
117	The Source Fashions Platform FZCO	10.08.2023	NA	AED	23.27	(12.65)	3.01	(7.61)	-	206.17	(9.43)	-	(9.43)	-	70.00%
118	SNE Moda Tasarım Sanayi Ve Ticaret Anonim Şirket	16.10.2024	NA	TRY	-	-	-	-	-	-	-	-	-	-	70.00%
119	Progressive Crusade Unipessoal LDA	19.10.2023	NA	EUR	0.09	(864.91)	788.53	1,653.36	-	1,089.11	(305.98)	-	(305.98)	-	60.00%
120	Home Sourcing Solutions Limited	24.11.2023	NA	HKD	85.46	51.24	85.46	(51.24)	-	-	60.63	10.01	50.62	-	85.00%
121	Vivere London Limited	29.10.2023	NA	GBP	0.10	(33.36)	761.74	795.00	-	789.67	(340.28)	-	(340.28)	-	58.90%
122	Sourcing Solutions Europe BVBA	31.10.2023	NA	EUR	55.46	(1,145.53)	5.15	1,095.23	-	30.70	313.49	-	313.49	-	51.00%
123	The Brand Group Limited	26.01.2024	NA	HKD	42.73	12.44	2,190.93	2,135.76	-	-	12.29	-	12.29	-	100.00%
124	Infinity Fashion Tedarik Hizmetleri Anonim Şirketi (Formerly Known As George Tedarik Hizmetleri Anonim Şirketi)	12.03.2024	NA	TRY	16.13	465.28	317.61	(163.79)	-	-	68.51	-	68.51	-	100.00%
125	Infinity Fashion FZCO	26.12.2022	NA	AED	23.27	(87.04)	1,691.89	1,755.66	-	2,870.11	(39.97)	-	(39.97)	-	100.00%
126	Collective Near East Sourcing Services FZCO	06.03.2024	NA	AED	23.27	(9.47)	30.64	16.84	-	-	(9.37)	-	(9.37)	-	100.00%
127	DH Sourcing Limited	27.03.2024	NA	BDT	7.03	7.58	56.68	42.06	-	81.11	7.61	-	7.61	-	60.00%
128	Omne Soho Health And Beauty FZCO	21.08.2024	NA	AED	23.27	(5.52)	27.21	9.47	-	-	(5.47)	-	(5.47)	-	85.00%
129	Omne Soho Health And Beauty Limited	15.10.2024	NA	GBP	-	-	-	-	-	-	-	-	-	-	100.00%
130	Simple Approach Trading FZCO	20.01.2025	NA	AED	23.27	1,192.66	1,736.55	520.62	-	-	1,296.95	116.73	1,180.23	-	75.00%
131	Trition Fashion FZCO	20.01.2025	NA	AED	23.27	-	23.27	-	-	-	-	-	-	-	60.00%
132	Positive Materials Limited	07.04.2024	NA	EUR	0.11	(79.73)	7.91	87.53	-	27.92	(77.94)	-	(77.94)	-	60.00%
133	Roksanda UK Limited	22.05.2024	NA	GBP	0.11	(400.61)	1,626.49	2,026.99	-	2,827.92	(391.63)	-	(391.63)	-	77.50%
134	Northern Brands Limited (Erstwhile Subtract Retail Limited)	05.04.2024	NA	GBP	-	-	-	-	-	-	-	-	-	-	60.00%
135	Poeticgem Europe Limited	05.06.2024	NA	EUR	-	-	-	-	-	-	-	-	-	-	60.00%
136	Adaptive Fashion Limited	18.07.2024	NA	GBP	0.11	(30.91)	31.96	62.77	-	162.38	(30.22)	-	(30.22)	-	77.50%
137	OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)	30.05.2024	NA	GBP	0.00	(1,237.20)	136.04	1,373.25	-	6,647.22	(1,209.49)	-	(1,209.49)	-	100.00%
138	PDS Online Enterprise USA Inc	20.06.2024	NA	USD	0.09	131.65	866.15	734.42	-	1,983.17	129.62	-	129.62	-	100.00%
139	Brand Collective BCPT, Unipessoal LDA	04.07.2024	NA	EUR	-	-	-	-	-	-	-	-	-	-	70.00%

Sl. No.	Name of the subsidiary	Date since subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Reporting currency & Exchange rate as on the last date of Financial year in the case of foreign subsidiaries.	Share capital	Reserves and surplus	Total Assets	Total Liabilities	Investments*	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding**
140	Angelic-Partners Limited	01.07.2024	NA	HKD	0.01	(389.30)	301.40	690.69	-	1,794.56	(352.56)	(58.07)	(294.48)	-	55.00%
141	Sunny Up US Limited	06.06.2024	NA	USD	0.09	23.91	339.22	315.23	-	908.16	32.86	9.20	23.66	-	75.00%
142	Nexstyle Manufacturing Apparel Limited	12.02.2025	NA	INR	4,435.00	(48.43)	4,435.00	48.43	-	-	(48.43)	-	(48.43)	-	100.00%

*Investments except investment in Group entities (Subsidiaries / Joint ventures / Associates).

** Extent of shareholding is the shareholding at PDS Group level. For further details, refer note 2 of consolidated financial statements

Notes:

- Names of subsidiaries which are yet to commence operations
Kontemporary Concepts Private Limited
New Lobster Usa LLC
Sne Moda Tasarım Sanayi Ve Ticaret Anonim Şirketi
Onme Soho Health And Beauty Limited
Northern Brands Limited (Erstwhile Subtract Retail Limited)
Poeticgem Europe Limited
Brand Collective BCPT, Unipessoal LDA
- There are below subsidiaries which have been liquidated or sold during the year.
DIZBI Private Limited
Kindred Fashion Limited
JJ Star Industrial Limited
S.O.T Garments India Pvt Limited
Nodes Studio LDA

- Details of reporting currency and the rate used in the preparation of consolidated financial statements

Particulars	For Conversion	
	Closing rate (in ₹)	Average rate (in ₹)
HKD	10.98	10.85
USD	85.46	84.57
GBP	110.40	107.93
RMB	11.78	11.71
AED	23.27	23.03
BDT	0.70	0.71
EUR	92.44	90.81
INR	1.00	1.00
CAD	122.95	117.66
LKR	0.29	0.28
TRY	2.25	2.47
EGP	0.59	0.59
CLP	0.09	0.09

- Winding up process has been initiated for Norlanka Progress Private Ltd.

Part B- Joint Ventures / Associates

Sl. No.	Name of Associates or Joint Ventures (1)	Latest audited Balance Sheet Date (2)	Date on which the Associate or JV was associated or acquired (3)	Shares of Associate or Joint Ventures held by the company on the year end (4)			Description of how there is significant Influence (5)	Reason why the associate/Joint venture is not consolidated (6)	Network attributable to shareholding as per latest audited Balance Sheet (₹ Lacs) (7)	Profit or Loss for the year (₹ Lacs) (8)	
				No.	Amount of Investment in Associates or Joint Venture	Extent of Holding (in percentage)				Considered in Consolidation	Not Considered in Consolidation
Joint ventures											
1	Digital Internet Technologies Limited		25.02.2016	10,000	USD 10000	50.00%	50% joint venture	NA	-	-	-
2	Digital Ecom Techno Private Limited	31-Mar-24	17.06.2016	26,62,445	INR 1,16,02,000	42.14%	50% joint venture	NA	-	-	-
3	Yellow Octopus EU Sp. Z.oo	31-Mar-24	27.09.2021		AED 4,43,56,026	50.00%	50% joint venture	NA	294.17	150.13	-
4	Yellow Octopus Circular Solutions Limited (Formerly Yellow Octopus-Uk Limited And Yellow Octopus Fashion Fashion Limited)	31-Mar-24	27.09.2021	-	USD 10000	50.00%	50% joint venture	NA	(4.23)	4.61	-
5	Yellow Octopus Ventures FZCO	-	27.09.2021	-	-	50.00%	50% joint venture	NA	-	-	-
Associates											
1	GWD Enterprises Limited	-	21.10.2010	100 A Shares and 25 B shares	0	25.00%	Group holds investment which by share ownership is deemed to be an associate company	NA	-	-	-
2	Loop Digital Wardrobe Limited		15.09.2021	2,00,000	GBP 108215	34.00%		NA	(1.27)	(11.66)	-
3	Nobleswear (Private) Limited	31-Mar-25	19.01.2024	70,28,000	HKD 8098980	26.00%		NA	74.55	(234.92)	-
4	Mambo Leisure Masters Limited		22.09.2023	25,000	GBP 15000	20.00%		NA	-	-	-
5	Reflaunt Pte Limited	-	27.09.2021	-	0	26.00%		NA	-	-	-

For and on behalf of Board of Directors of PDS Limited

Date: May 15, 2025
Place: Mumbai, India

Deepak Kumar Seth
Chairman & Non-Executive Director
DIN 00003021

Pallak Seth
Vice Chairman & Executive Director
DIN 00003040

Annexure 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
PDS Limited
Unit No.971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri (East),
Mumbai, Maharashtra - 400093, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PDS Limited (CIN: L18101MH2011PLC388088) (hereinafter called 'the Company') for the financial year ended March 31, 2025 ('Audit Period'). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company during the Audit Period and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that in our opinion, the Company has, during the Audit Period complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions/ clauses of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations');

- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations');
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Regulations, 2021;
- f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) The Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India and notified by the Central Government under Section 118(10) of the Act.

We inform that, during the Audit Period, there were no transaction undertaken by the Company which required compliance of the following Act, rules and regulations made thereunder:

- a) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

We further report that, having regard to the representation made by the Company its Officers and compliance reports from the management for systems and mechanism framed by the Company, and on the examination of the relevant documents and records in pursuance thereof, on test-check basis the Company has complied with the laws as stated in

Annexure I attached herewith, applicable to the Company and with the laws applicable specifically to the Company.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, and other applicable requirements (collectively referred to as the 'Applicable Laws') except the following:

Observation:

Delay in Intimation of Change in Senior Management

As per Regulation 30 of the SEBI Listing Regulations read with Schedule III, Part A, Para A, and the circulars issued thereunder, every listed entity is required to disclose to the Stock Exchanges any change in senior management within 12 hours of the occurrence of the event, and within 24 hours in cases involving resignation.

During the Audit Period, a Senior Management Personnel of the Company has stepped down with effect from March 31, 2025. However, the intimation to the Stock Exchanges was made on May 14, 2025, which was beyond the prescribed 12-hour period, resulting in a delay in disclosure as required under the SEBI Listing Regulations.

Management Response:

The same was initially treated as part of routine internal restructuring and was not immediately identified for regulatory disclosure. Upon realisation, the Company immediately took corrective steps and made the necessary disclosure to the Stock Exchanges on May 14, 2025.

This report is issued with following general remarks:

General Remarks:

1. Disclosure of Board Meeting Outcome on National Stock Exchange of India Limited

Remark

It was observed that the outcome of the Board Meeting held on May 14, 2024, which included the approval of financial results along with other matters, was disclosed at BSE Limited at 9:50 PM, within the stipulated 30-minute timeline from the conclusion of the meeting at 9:20 PM. However, the said information was uploaded to the National Stock Exchange of India Limited (NSE) at 9:59 PM, thereby exceeding the prescribed time limit.

Management Response:

The outcome of the Board Meeting held on May 14, 2024, including the approval of the financial results and other matters, was disclosed in the public domain through timely submission to BSE at 9:50 PM, within the stipulated 30-minute timeline from the meeting's conclusion at 9:20 PM.

The subsequent delay in submission to the NSE, where the information was uploaded at 9:59 PM, was due to unforeseen technical issues encountered during the uploading process, coupled with the limitation of time.

2. Improvements in Structured Digital Database

Remark

It was observed that there is further scope of strengthening the internal controls for maintaining Structured Digital Database (SDD) by the Company, particularly in respect of recording of UPSI events and ensuring all UPSI is appropriately captured in the SDD.

Management Response

The Company acknowledges that there is scope to further strengthen processes around recording certain internal restructuring activities in the SDD. These activities, including the closure of certain non-operational entities, formed part of a broader internal restructuring plan that was disclosed to the Stock Exchanges through periodic intimations.

The Company has since developed and implemented a robust internal process to ensure timely and accurate recording of all relevant events in the SDD. We are now ensuring that no entries are missed and that all UPSI shared is entered into the SDD tool on an immediate basis, in strict compliance with the Company's Code on Regulating, Monitoring and Reporting of Trading by Insiders.

3. Unintentional delay in transfer of Dividend due to capital increase on date of declaration

Remark

The Board of Directors, at its meeting held on October 29, 2024, declared an interim dividend of Rs. 1.65 per equity share, with the record date fixed as November 12, 2024. In line with regulatory timelines, the majority of the dividend amount was transferred to a separate bank account on October 30, 2024. It was noted that a small portion of the dividend amounting to Rs. 7,425/- was not transferred within five days of declaration of dividend. This was observed to be a result of an unintentional delay due to an increase in share capital on the same day (October 29, 2024), arising from the exercise of stock options. The delay appears to be inadvertent and linked to operational timing around capital changes.

4. Technical delay in submission of disclosure of Related Party Transactions

Background

As per Regulation 23(9) of the SEBI Listing Regulations, listed entities are required to submit disclosures of Related Party Transactions (RPTs) on a half-yearly basis, on the date of publication of their standalone and consolidated financial results.

In the case of the Company, the meeting of the Board of Directors for the approval of financial results for the quarter and half-year ended September 30, 2024, was held on October 29, 2024, and concluded at 11:30 PM. The outcome of the Board meeting, along with the financial results, was uploaded on the websites of BSE and NSE at approximately 11:56 PM on the same date.

The disclosure of RPTs for the six months ended September 30, 2024, was subsequently uploaded at around 12:12 AM on October 30, 2024, approximately 16 minutes after the submission of the financial results.

On December 13, 2024, show cause notices were issued by both NSE and BSE regarding the timing of this disclosure. The Company submitted its responses to both exchanges.

Management Response submitted to both the Exchanges

The management has clarified that the short delay of approximately 16 minutes was due to procedural and technical reasons, as the Company had only a 4-minute window between uploading the financial results (11:56 PM) and the end of the calendar day. The delay was not intentional and there was no mala fide intent. The RPT disclosure was made promptly and transparently, aligning with the substance and spirit of regulatory compliance.

Penalty and Waiver Status

The Company paid a penalty of ₹ 5,900 (including ₹ 900 GST) each to NSE and BSE. Simultaneously, the Company submitted a request for waiver of the penalty. The waiver was approved by NSE on March 11, 2025. As of the date of this report, a response from BSE on the waiver application is still pending.

Auditor's Comment

Based on our review and management's representation, we note that the delay in uploading the RPT disclosure was minimal and caused by timing and technical constraints occurring close to midnight on the date of financial results publication. There is no evidence of intentional non-compliance. In our view, the Company acted in good faith, and the disclosure was made in a timely and transparent manner, thereby adhering to the substance of the regulatory requirement.

We further report that:

Composition:

- (i) As on March 31, 2025, the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including Independent Woman Director. The changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act and SEBI Listing Regulations.

Changes in Composition

Mrs. Payel Seth (DIN: 00003035), Promoter and Non-Executive Director and Mr. Mungo Park (DIN: 09390792), Independent Director of the Company resigned from their respective positions w.e.f. closing of business hours of March 31, 2025.

Board Function:

- (ii) Adequate notices for the meetings of the Board and board committees constituted by the Board were given to all the

directors and members of the Committee. The agenda and detailed notes on the agenda were sent at least seven days in advance. In case of circulation of agenda or detailed notes on agenda at shorter notice, due consent of the Board/ Committee was taken. The Company has a system in place where the directors can seek further information and clarifications on the agenda items before the meeting to ensure their meaningful participation at the meetings.

- (iii) All the decisions at Board meetings and Board committee meetings were unanimously consented and there was no instance of dissent in any of the business matters at the Board or Board committee meetings.

There was no instance of any dissent raised by any member in any of the business matters approved at such meetings.

Compliance of Applicable Laws:

- (iv) All the business activities undertaken by the Company were authorized under Clause III (i.e. Objects Clause) of the Memorandum of Association of the Company;
- (v) All meetings of shareholders, Board, and board committees of the Company have been duly and validly conducted, and the minutes and necessary records have been properly maintained;
- (vi) The Company has maintained all registers and records as are required to be maintained under the Applicable Laws;
- (vii) The Company has not accepted any public deposits under the Applicable Laws;
- (viii) The Company did not enter into any material transaction with any related party that required the approval of the shareholders under the provisions of the Applicable Laws;
- (ix) All the shares allotted pursuant to exercise of stock options were duly listed on the Stock Exchanges, where the shares of the Company had been listed within the prescribed timeline.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following events also took place after obtaining requisite approvals, as applicable:

Qualified Institutional Placement ("QIP")

The Company has raised funds of approximately ₹ 4,300 million during the audit period through issue and allotment of 80,22,388 Equity Shares of the Face Value of ₹ 2 each to the eligible Qualified Institutional Buyers ("QIBs") at the issue price of ₹ 536 per Equity Share, i.e., at a premium of ₹ 534 per Equity Share [(which includes a discount of ₹ 27.59 per Equity Share (4.90% of the floor price, as determined in terms of the SEBI ICDR Regulations) to the floor price of ₹ 563.59 per Equity Share)], and the allotment was approved by Fund Raising Committee on August 28, 2024. The QIP was conducted in

accordance with the SEBI ICDR Regulations, SEBI Listing Regulations, and other applicable laws and regulations.

Employee Stock Option Plan – 2021 (Plan B)

The Board of Directors and members of the Company approved an increase in the loan limit granted to the PDS Multinational Fashions ESOP Trust for the purpose of acquiring equity shares of the Company for implementation of the PDS Limited - Employees Stock Option Plan 2021 – Plan B, to ₹ 9,46,68,590/-. This said increase was within the limits prescribed under the Act.

Declaration of Dividend

Final Dividend

The members of the Company at its 13th Annual General Meeting held on July 24, 2024, had approved the declaration of the Final Dividend of ₹ 3.15 per equity share for the Financial Year 2023-24. The compliance pertaining to the transfer of dividend to a separate account, payment of dividend, issuance of TDS-related communications, and remittance of TDS was in accordance with the applicable laws.

The interim dividend details are provided in the earlier section of this report.

Acquisitions and Further Investments

Acquisitions

During the audit period, the Company entered into Share Purchase and Shareholders' Agreements to acquire a 55% equity stake in Knit Gallery India Private Limited, either directly or through its subsidiary, in one or more tranches, to strengthen its manufacturing footprint and sourcing capabilities in India. Additionally, a Business Transfer Agreement was executed on January 28, 2025, between Knit Gallery Co and Knit Gallery (a partnership firm), for the transfer of the apparel manufacturing business to Knit Gallery Co.

As of the date of this report, NexStyle Apparel Manufacturing Limited, wholly owned subsidiary of the Company completed the acquisition of 55% equity stake in Knit Gallery India Private Limited.

Further Investments

- (a) The Company internally acquired equity shares of Digital Ecom Techno Private Limited ("Digital Ecom"), an indirect associate company of PDS Limited, from PDS Brands Private Limited (a wholly owned subsidiary of PDS Limited). In addition, the Company made a direct investment in Digital Ecom by subscribing to Optionally Convertible Redeemable Preference Shares, amounting to a total investment of approximately ₹1.16 crores.

Subsequently, on April 20, 2025, the Company divested its entire stake in Digital Ecom. As a result, Digital Ecom ceased to be an associate company of the Company.

- (b) Approved further investment in Multinational Textile Group Limited, a wholly owned material subsidiary of the Company incorporated under the laws of Mauritius, by way of subscribing to the ordinary shares for a total amount of approximately ~ ₹ 84 Crore [~USD 9,999,990] in one or more tranches.

- (c) Incorporated a new wholly owned subsidiary under the name 'NexStyle Apparel Manufacturing Limited' with effect from February 12, 2025, to support the expansion of the PDS Group's manufacturing footprint in India and abroad. Subsequently, an additional investment of ₹ 44,25,00,000/- was made through the subscription of equity shares on a rights basis.
- (d) PDS Multinational FZCO, the Company's wholly owned step-down subsidiary based in the United Arab Emirates (UAE), incorporated the following two new subsidiaries in the UAE:

- a. Simple Approach Trading FZCO, with effect from January 20, 2025; and

- b. Tritron Fashion FZCO, with effect from March 3, 2025.

Pangram Celebrity Brands Private Limited, an associate company of the Company in India, incorporated a new wholly owned subsidiary named Kontemporary Concepts Private Limited, effective from March 18, 2025.

Disinvestments

- (a) Blueprint Design Limited, a step-down subsidiary of the Company incorporated under the laws of Hong Kong, and Multinational Textile Group Limited ("MGTL"), along with Dizbi Private Limited, a wholly owned subsidiary of the Company incorporated in India, were sold off, effective from June 29, 2024 and June 20, 2024, respectively.
- (b) JJ Star Industrial Limited, a step-down subsidiary of the Company incorporated under the laws of Hong Kong, was disposed off and ceased to be a step-down subsidiary of the Company with effect from December 5, 2024.
- (c) Pursuant to the Scheme of Merger of S.O.T. Garments India Private Limited ('Transferor') with Technocian Fashions Private Limited ('Transferee'), under the provisions of Act and the applicable rules thereunder, both being subsidiaries of the Company, the Transferor Company was dissolved and ceased to be a subsidiary of the Company with effect from June 20, 2024.

We have neither identified nor have we reported any fraud committed under the provisions of the Act or applicable laws.

No other notable specific events/actions which took place in the Company are required to be reported in this report.

This report shall be read with Annexure I and Annexure II enclosed along with this report.

for SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No. A36600

Certificate of Practice No. 24482

UDIN: A036600G000338572

Place: Mumbai

Date: May 15, 2025

Peer Review Certificate No.: 5721/2024

'Annexure I'**List of other laws applicable to the Company**

Under the Major Group and Head

1. The Child Labour (Prohibition and Regulation) Act, 1986
2. The Maternity Benefit Act, 1961
3. The Payment of Bonus Act, 1965
4. The Payment of Wages Act, 1936
5. The Minimum Wages Act, 1948
6. The Payment of Gratuity Act, 1972
7. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
8. The Apprentices Act, 1961
9. The Contract Labour (Regulation and Abolition) Act, 1970
10. The Employees Compensation Act, 1923
11. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
12. The Employees State Insurance Act, 1948
13. The Equal Remuneration Act, 1976
14. The Shops and Establishment Act for each state where the Company has its office situated.
15. The Rights of Persons with Disabilities Act, 2016
16. Fire Prevention and Life Safety Measures

for SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No. A36600

Certificate of Practice No. 24482

UDIN: A036600G000338572

Peer Review Certificate No.: 5721/2024

Place: Mumbai

Date: May 15, 2025

'Annexure II'

To
The Members,
PDS Limited,
Unit No.971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri (East),
Mumbai, Maharashtra-400093, India

The Secretarial Audit Report of even date is to be read along with this letter.

Auditor's Responsibility

1. Our objective is to obtain reasonable assurance about the compliance under applicable laws, maintenance of records and issue a report that includes our opinion. While reasonable assurance in high level assurance, due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the standards.
2. We have followed the audit practices and processes in accordance with CSAS-1 to CSAS-4 i.e. the Auditing Standards issued by ICSI, which were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct.

Management Responsibility

3. The compliance of provisions of all laws, rules, regulations, standards applicable to PDS Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures maintained by the Company and required for the purpose of issue of the Secretarial Audit Report.
4. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished by the Company, along with explanations where so required.

Others

5. The verification compliance and records were done on test check basis to ensure that correct facts are reflected in secretarial and other records produced. We believe that the processes and practices we follow, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company and relied on the report presented by the Statutory Auditors of the Company.
7. *This Report has been issued with remarks and we have highlighted the same in italics.*
8. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
9. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No. A36600

Certificate of Practice No. 24482

UDIN: A036600G000338572

Peer Review Certificate No.: 5721/2024

Place: Mumbai

Date: May 15,2025

Annexure 4

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

(Pursuant to the Section 135 of the Companies Act, 2013 and Companies
(Corporate Social Responsibility Policy) Rules, 2014)

1. Brief outline on Corporate Social Responsibility ("CSR") policy of the Company:

The Company is committed on adopting responsible and sustainable business practices that integrate economic performance with environmental stewardship and social well-being. Our CSR philosophy is rooted in the belief that long-term business success is inseparable from the well-being of communities and ecosystems in which it operates.

Our approach goes beyond statutory compliance or charity, we are focused on strategic, impact-driven initiatives that contribute to a holistic community development, institutional capacity-building, and environmental sustainability. Through our CSR Policy, we prioritize initiatives that support access to quality primary education, promote inclusive growth, and address rampant social and environmental challenges.

We aim to make a meaningful contribution towards building a resilient, equitable, and sustainable future for all.

2. Composition of the CSR Committee as on March 31, 2025:

Sl. No.	Name of Director	Nature of Directorship/ Designation	Number of meetings of CSR Committee during the year	
			Held	Attended
1.	Ms. Sandra Campos*	Independent Director, Chairperson	1	NA
2.	Mr. Mungo Park**	Independent Director, Chairperson	1	1
3.	Mr. Pallak Seth	Executive Vice Chairman, Member	1	0
4.	Mr. Parth Gandhi	Non-Executive - Non-Independent Director, Member	1	1

*appointed as a Chairperson of the Committee w.e.f. October 29, 2024.

** ceased to be a Chairman of the Committee w.e.f. October 29, 2024.

3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company:

Committee Composition: <https://pdsLtd.com/investors/board-of-directors-and-committees/>.

CSR Policy: <https://pdsLtd.com/wp-content/uploads/2023/06/Corporate-Social-Responsibility-Policy.pdf>

CSR Projects: <https://pdsLtd.com/wp-content/uploads/2024/05/Annual-Action-Plan-for-FY-2024-25.pdf>

4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 – Not Applicable.

5. CSR Obligation:

a)	Average net profit of the company as per sub-section (5) of section 135.	₹ 16,80,35,853
b)	Two percent of average net profit of the company as per section 135(5).	₹ 33,60,717
c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
d)	Amount required to be set off for the financial year, if any.	Nil
e)	Total CSR obligation for the financial year (5b+5c-5d).	₹ 33,60,717

During the financial year 2024-25, the Company allocated ₹63,41,602 towards CSR initiatives, surpassing the mandatory requirements outlined in the Companies Act, 2013. This CSR contribution was directed to 'Soham for Kids', a society registered under Indian laws for the purpose of conducting CSR activities (Other than ongoing project).

6. Details of CSR Amount Spent:

a) Amount spent on CSR Projects	₹63,41,602
b) Amount spent in Administrative Overheads.	Nil
c) Amount spent on Impact Assessment, if applicable.	Nil
d) Total amount spent for the Financial Year [(a)+(b)+(c)].	₹63,41,602

e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
63,41,602	-	-	-	-	-

f) Excess amount for set-off, if any: NIL

Sr. No.	Particulars	Amount (in ₹)
(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	33,60,717
ii.	Total amount spent for the Financial Year	63,41,602
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	29,80,885
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)			Amount remaining to be spent in succeeding financial years.(in ₹)
				Name of the Fund	Amount (in ₹)	Date of Transfer	
				NIL			

8. Details of any capital assets that have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable.

9. Reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable.

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

Dr. Deepak Kumar Seth

Chairman &

Non-Executive Director

DIN: 00003021

Sandra Campos

Independent Director

Chairperson of CSR Committee

DIN: 10390929

Date: May 15, 2025

Place: Mumbai, India

Annexure - 5

Details pertaining to remuneration as required under Section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for financial year 2024-25 along with percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in the financial year 2024-25.

The median remuneration of employees of the Company during 2024-25 was ₹9,99,996/- and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is provided in the table below:

Sr. No.	Name of Directors/ Key Managerial Personnel (KMPs)	Designation	Remuneration of Director/ KMPs for 2024-25 (₹ In Lakhs)	Ratio of Directors Remuneration to Median Remuneration of Employees for 2024-25	% increase in Remuneration in the FY 2024-25 [#]
1	Dr. Deepak Kumar Seth	Chairman and Non-Executive Director	Nil	NA	NA
2	Mrs. Payel Seth [§]	Non-Executive Director	Nil	NA	NA
3	Mr. Pallak Seth	Executive Vice Chairman	Nil	NA	NA
4	Mr. Parth Gandhi [^]	Non-Executive Director	107.25 [^]	NA	NA
5	Mr. Robert Sinclair [*]	Independent Director	Nil [*]	-	-
6	Mr. Mungo Park ^{*§}	Independent Director	Nil [*]	-	-
7	Ms. Yael Gairola	Non-Executive Director	Nil	-	-
8	Mr. Nishant Parikh [*]	Independent Director	Nil [*]	-	-
9	Mr. B G Srinivas [*]	Independent Director	Nil [*]	-	-
10	Ms. Sandra Campos [§]	Independent Director	Nil [*]	-	-
11	Mr. Sanjay Jain ^{^^}	Group Chief Executive Officer	230.00 [@]	23.00	NIL
12	Mr. Rahul Ahuja ^{^^}	Group Chief Financial Officer	187.92	18.79	8%
13	Mr. Abhishekh Kanoi ^{^^}	Head of Legal & Group Company Secretary	78.48	7.85	5%

^{*} Mr. Robert Sinclair, Mr. Mungo Park, Mr. Nishant Parikh, Mr. BG Srinivas & Ms. Sandra Campos (Independent Directors) are also the Directors on the Board of the subsidiaries and are being paid sitting fees from such subsidiaries.

[§] Mr. Mungo Park, Independent Director and Mrs. Payel Seth, Non-Executive and Non-Independent, have resigned as Directors w.e.f. March 31, 2025.

[#] The percentage increase in remuneration is provided for only those Directors and KMPs who have drawn remuneration from the Company for full financial year 2023-24 & 2024-25.

[^] Mr. Parth Gandhi was granted 1,25,000 stock options on October 22, 2021. Of these, 42,500 options were exercised and allotted on September 26, 2023 (FY 2023-24), 41,250 options on October 15, 2024, and the remaining 41,250 options on March 27, 2025 (both during FY 2024-25). Further, he was granted an additional 12,50,000 stock options on January 28, 2025.

^{^^} The remuneration excludes variable pay and stock options granted in accordance with the Employee Stock Option Plan for the financial year 2024-25.

[@] Mr. Sanjay Jain's remuneration drawn only from the Company is mentioned.

Note:

- Median for employees is calculated based on the fixed salaries for the respective financial years.
- The aforesaid details are calculated on the basis of remuneration for the financial year 2024-25 and include sitting fees paid to Directors during the financial year.
- The remuneration to Directors is within the overall limits approved by the shareholders of the Company.
- There has been no change in the payment criteria for remuneration to non-executive / independent directors.

2) The percentage increase in the median remuneration of employees in the financial year:

The percentage change in the Median Remuneration of Employees in FY 2024-25 was -1% as compared to FY 2023-24.

3) The number of permanent employees on the rolls of the Company:

There were 218 permanent employees on the rolls of the Company as on March 31, 2025.

4) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

During the financial year 2024-25, the average percentage increase in salary of the Company's employees, excluding the Key Managerial Personnel ('KMP') was 10.8% whereas the increase in managerial remuneration for the financial year 2024-25 was 4% (excluding any other perquisite).

The remuneration for Independent Directors consists of sitting fees. While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees etc., were taken into consideration.

5) Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid is as per the Nomination & Remuneration Policy applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.

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

Date: May 15, 2025
Place: Mumbai, India

Dr. Deepak Kumar Seth
Chairman & Non-Executive Director
DIN: 00003021

Pallak Seth
Executive Vice-Chairman
DIN: 00003040

Annexure 6

REPORT ON CORPORATE GOVERNANCE

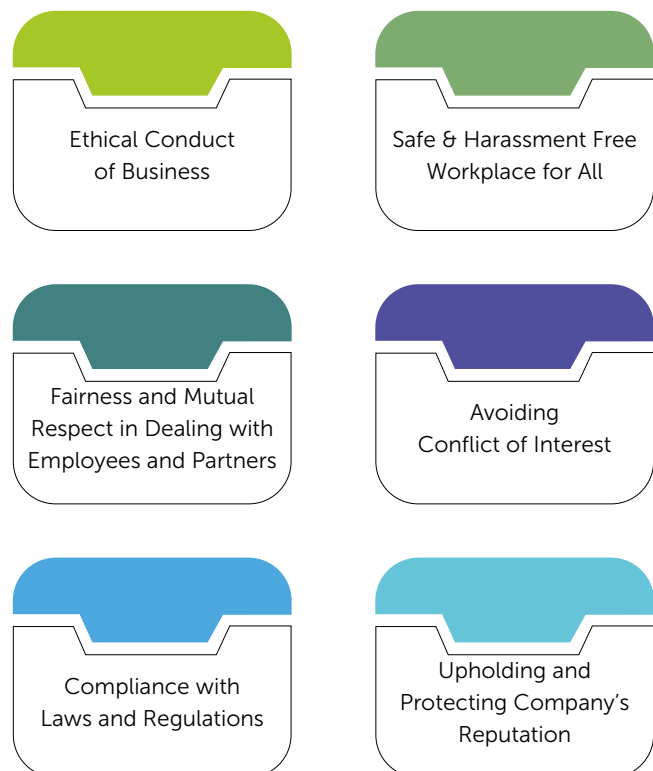
The Report on Corporate Governance of PDS Limited (hereinafter referred as **"the Company"** or **"PDS"**) as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") is given below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Strong Corporate Governance practices are the bedrock of enduring commercial success. The Company's approach to governance involves overseeing business strategies while ensuring financial responsibility, ethical conduct, and fairness to all stakeholders, including employees, investors, customers, regulators, suppliers, and the wider community. The Company prides itself on strong leadership and effective governance, a tradition rooted in PDS culture and values.

The Company embraces the PDS Group's philosophy of fostering sustainable businesses that are deeply connected to the community and committed to environmental stewardship. As part of the PDS Group, which is synonymous with sustainability, the Company has inherited a strong tradition of ethical governance marked with fairness and transparency, as set forth in the PDS' Code of Conduct ("CoC").

Our Corporate Governance principles are also embedded in our Code of Conduct which encompasses around:



The Company has implemented the CoC for all employees, including the Chief Executive Officer and Executive Directors. Furthermore, the Company has established a specific Code of Conduct for its Non-Executive Directors, which includes guidelines for Independent Directors that align with the duties outlined in the Companies Act, 2013 (**"the Act"**).

The Company's Corporate Governance philosophy is further reinforced by the PDS Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including Conduct of Designated Persons for Prevention of Insider Trading and the Code of Practices and Procedures for disclosure of Unpublished Price Sensitive Information (UPSI). Additionally, the Company has established an Information Security Policy to ensure the appropriate use of IT resources.

This Report on Corporate Governance unfolds into the ethical business practices, strong governance structure, policies, and procedures adopted by the Company in line with internationally recognized Corporate Governance standards with an aim to create business driven by values and sustainable long term value creation for all its stakeholders. The Company believes that Corporate Governance is more than just a legal requirement. This report is divided into Corporate Governance Philosophy and Governance Structure, Board of Directors, Board Committees, Senior management, Codes, Policies and Frameworks, and General Shareholder Information.

The Company is committed to all its customers, suppliers, employees, banks and financial institutions, government agencies and statutory authorities which are directly or indirectly concerned with the Company.

Governance Structure

In order to ensure long term value creation for our stakeholders, we have built a strong, resilient, and robust Governance Structure. The Governance Structure underpins our growth journey through the years while ensuring that all the business practices are carried out within the governance framework.

MOA & AOA: The business of the Company is carried out within the approved objectives of the Company stated in Memorandum of Association (MOA) of the Company. The powers and responsibilities of the Board and Shareholders are defined in the Articles of Association (AOA), which provides clear guidance on process to be followed while conducting business.

Shareholders: The Shareholders are the ultimate owners of the Company. In compliance with the Act and SEBI Listing Regulations, approval of Shareholders is taken on various matters including fund raising, financials, appointment &

remuneration of directors, appointment of statutory auditors, etc. The Company meets the Shareholders for seeking approval on various resolutions at the Annual General Meeting or on matters through postal ballot, if required.

Board of Directors: The Board of Directors is the apex body in management of affairs of the Company. It provides strategic guidance, develops policies and processes and ensures that the business is conducted in a sustainable manner and in line with MOA of the Company and all applicable laws to ensure long term value creation for all its stakeholders. The Board is headed by a Non- Executive Director as the Chairperson, who ensures the Board effectiveness. A brief resume of all Directors, the nature of their expertise in specific functional areas, etc. are available on the website of the Company at <https://pdsitd.com/investors/board-of-directors-and-committees/>.

Board Committees: To ensure Board effectiveness, the Board has constituted various specialized committees to deal with complex agenda items and provide its recommendation. The objective is to focus effectively on the issues and ensure expedient resolution of diverse matters. The Chairperson of each committee briefs the Board on discussions, recommendations and decisions taken at their meetings. This helps the Board to focus on other strategic initiatives.

CEO: The CEO of the Company closely works under the guidance of the Board and its committees and deploys Board approved strategies and also ensures the smooth management of the Company with focus on financial & operational performance and sustainability. The key performance indicators of CEO on financials includes growth, margin, EBITA, working capital, etc. and non-financial parameters cover stakeholder management, digitization, talent management, diversity, sustainability/ESG, etc.

Auditors: The Statutory Auditors and Secretarial Auditors play a pivotal role in ensuring independence, fairness and transparency in disclosure of the financial statements and corporate law compliance. All the Auditors have direct access to the Audit Committee Chairperson for reporting any observations or concerns. This ensures complete independence throughout the Audit process.

Internal Auditor: The roles and responsibilities of Internal Auditor include assessment and evaluation of governance framework, risk management and internal controls. The Internal Auditor also closely works with and provides inputs to the Statutory Auditors.

BOARD OF DIRECTORS

Composition, meetings and attendance during the year:

- The Company has an optimum combination of Executive, Non-Executive, and Independent Directors. As on March 31, 2025, the Company's Board of Directors ('Board') comprise of 10 (Ten) Directors out of which 5 (Five) are Independent Directors, 4 (Four) are Non-Executive and Non-Independent Directors of which 2 (Two) are Promoters and 1 (One) Executive Director and Promoter. Further, 1 (One) Independent Director and 1 (One) Non-Executive and Non-Independent Promoter Director have resigned w.e.f. close of business hours on March 31, 2025. The Board composition is in compliance with the provisions of the Act and SEBI Listing Regulations. The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements.
- None of the Directors on the Board hold directorships in more than 10 (Ten) public companies. None of the Independent Directors serves as an Independent Director on more than 7 (Seven) listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025, have been made by the Directors. None of the Directors is a member of more than 10 committees or acts as a chairperson of more than 5 committees as per Regulation 26 (1) of the SEBI Listing Regulations across all the public limited companies in which he/she is a director.
- During the financial year, 10 (Ten) Board Meetings were held on May 14, 2024, June 10, 2024, July 24, 2024, August 22, 2024, September 3, 2024, October 29, 2024, November 6, 2024, January 8, 2025, January 28, 2025 and March 27, 2025. The gap between the two Meetings did not exceed 120 (One hundred and twenty) days as per the compliance requirement. The meetings and agenda items taken up during the meetings complied with the Act and SEBI Listing Regulations read with various circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities Exchange Board of India ("SEBI").
- The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the financial year and at the last Annual General Meeting ("AGM"), names of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/ Memberships held by them in other public limited companies as on March 31, 2025 are given herein below:

Name and Designation of Director	DIN	Category	No. of Board Meetings Attended	No. of Directorship(s) held in other public limited companies [#]	No. of Board Committees of other public limited companies in which Director is Chairman (C) / Member (M)		Attendance at the last AGM	Name of other listed entities & Category of Directorship in that entity
					C	M [@]		
Dr. Deepak Kumar Seth Chairman and Non-Executive & Non-Independent Director	00003021	Promoter & NED (NID)	10	3	-	-	Yes	Pearl Global Industries Limited – NED (NID)
Mrs. Payel Seth ¹ Non-Executive & Non-Independent Director	00003035	Promoter & NED (NID)	3	1	-	-	Yes	-

Name and Designation of Director	DIN	Category	No. of Board Meetings Attended	No. of Directorship(s) held in other public limited companies*	No. of Board Committees of other public limited companies in which Director is Chairman (C) / Member (M)		Attendance at the last AGM	Name of other listed entities & Category of Directorship in that entity
					C	M ^a		
Mr. Pallak Seth Executive Vice Chairman	00003040	Promoter & ED	4	-	-	-	Yes	-
Mr. Parth Gandhi Non-Executive & Non-Independent Director	01658253	NED (NID)	8	-	-	-	Yes	-
Mr. Mungo Park ² Independent Director	09390792	NED (I)	9	-	-	-	Yes	-
Mr. Robert Sinclair Independent Director	09390821	NED (I)	10	-	-	-	Yes	-
Mr. Nishant Parikh Independent Director	07349640	NED (I)	9	-	-	-	Yes	-
Ms. Yael Gairola Non-Executive & Non-Independent Director	08434509	NED (NID)	10	-	-	-	Yes	-
Mr. B G Srinivas Independent Director	00517585	NED (I)	10	-	-	-	Yes	-
Ms. Sandra Campos Independent Director	10390929	NED (I)	9	-	-	-	No	-

¹ Mrs. Payel Seth has resigned as a Non-Executive and Non-Independent Director w.e.f. close of business hours on March 31, 2025 due to her other pre-occupations and other personal commitments.

² Mr. Mungo Park has resigned as an Independent Director w.e.f. close of business hours on March 31, 2025 due to his other pre-occupations and other personal commitments.

Notes:

- ED - Executive Director/ NED(I) - Non-Executive Director (Independent)/ NED- Non-Executive Director/ NED(NID) - Non-Executive Non-Independent Director.
- *Foreign Companies, Bodies Corporate, Private Companies and Companies under Section 8 of the Act are excluded for the above purpose.
- Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationship Committee in Listed Companies (other than PDS Limited) and Unlisted Public Companies.
- ^aMember includes Chairman.
- As on March 31, 2025, Dr. Deepak Kumar Seth, Mrs. Payel Seth and Mr. Pallak Seth are related to each other. No other Directors are related inter se.

Shareholding of Non-Executive Directors as on March 31, 2025

Name of Director	No. of Shares held	% of total share capital
Dr. Deepak Kumar Seth	1,57,78,670	11.17
Mrs. Payel Seth	6,96,26,570	49.27
Mr. Parth Gandhi	1,25,000	0.09

Shareholding of Executive Directors as on March 31, 2025

Name of Director	No. of Shares held	% of total share capital
Mr. Pallak Seth	13,94,190	0.99

Further, on an on-going basis, as a part of agenda of Board/Committee Meetings, presentations are regularly made to the Board including the Independent Directors on various matters inter alia covering the Company's and its subsidiaries/ associates' businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of Independent Directors under various statutes and other relevant matters.

In the opinion of the Board, the Independent Directors on the Board of the Company fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

During the year under the review, Mrs. Payel Seth (DIN: 00003035), Non-Executive and Non-Independent Director and Mr. Mungo Park (DIN: 09390792), Independent Director of the Company have resigned from their directorships w.e.f. close

of business hours on March 31, 2025, due to their other pre-occupations and other personal commitments. Mr. Mungo Park confirmed that his resignation was not due to any material reasons.

- e. During the Financial Year 2024-25, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations has been placed before the Board for its consideration.

Skill Matrix of the Board

The Board of the Company comprises of qualified directors who possess relevant skills, expertise and competence to ensure the effective functioning of the Company.

Core Skill Area	Skills/Expertise/ Competencies	Summary
Leadership	Global Economics	Experience as an Entrepreneur/ Business Leader/ Industrialist, leading the operations of a large organization with an understanding of consumers, operations, sales & marketing, business processes, strategic planning, risk management and governance.
Strategic	Strategic Leadership and Management	Giving strategic guidance to the management regarding organic and inorganic growth opportunities to enhance the profitability and value for investors, competitively and in a sustainable manner.
Operational	Industry and Sector Experience	Knowledge and experience in telecom sector to provide strategic guidance to the management in fast changing environment.
	Business Exposure	Understanding of diverse business environments, regulatory framework, economic & political conditions, cultures globally and a broad perspective on global market opportunities.
	Technology	Ability to evaluate the impact of Digital / Information Technology across the value chain and understanding of emerging technologies.
Expert Knowledge	Corporate Governance	Expert knowledge of high governance standards with an understanding of changing regulatory framework. Protection of stakeholders' interest, observing best governance practices and identifying key governance risks.
	Financial Expertise	Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit and capital allocation. Ability to monitor the effectiveness of the risk management framework and practices.
	ESG Proficiency	Ability to guide in improving Environmental, Social and Governance practices of the Company and evaluation of the Company's efforts towards social and environmental factors and driving corporate sustainability initiatives and ethics and values.
Human Resource	People Management	Experience of developing talent, planning succession and driving changes towards long-term growth. General know-how of business management, talent management and development, workplace health & safety.

The Board have identified the following skills / expertise / competencies fundamental for the effective functioning of the Company:

Director	Area of expertise / skills / competence							
	Global Economics	ESG Proficiency	Strategic Leadership and Management	Industry and Sector Experience	Corporate Governance	Finance	People Management	Technology
Dr. Deepak Kumar Seth (DIN: 00003021)	✓	✓	✓	✓	✓	✓	✓	-
Mrs. Payel Seth ¹ (DIN: 00003035)	✓	✓	✓	✓	✓	-	-	-
Mr. Pallak Seth (DIN: 00003040)	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Parth Gandhi (DIN: 01658253)	✓	-	✓	✓	✓	✓	✓	-
Mr. Mungo Park ¹ (DIN: 09390792)	-	✓	✓	-	✓	✓	-	✓
Mr. Robert Sinclair (DIN: 09390821)	✓	✓	✓	✓	✓	-	✓	-
Mr. Nishant Parikh (DIN: 07349640)	-	-	-	-	✓	✓	-	-
Ms. Yael Gairola (DIN: 08434509)	-	✓	✓	✓	✓	-	✓	✓
Mr. B G Srinivas (DIN: 00517585)	-	-	✓	-	-	-	✓	✓
Ms. Sandra Campos (DIN: 10390929)	-	✓	✓	✓	✓	✓	✓	✓

¹ ceased to be Directors w.e.f. close of business hours on March 31, 2025.

Board Diversity

As per the Company's Policy on Board Diversity, identifying and evaluating a suitable candidate on the Board is the responsibility of the Nomination and Remuneration Committee ("NRC").

While selecting a candidate, the NRC considers various criteria and leverages differences in factors including but not limited to, background, knowledge, skills, abilities & thoughts (to exercise sound judgment), professional experience & functional expertise, educational, professional, cultural and geographical background, personal accomplishments, nationality, gender, race, ethnicity, age, experience and understanding of the telecommunication sector/ industry, marketing, technology, finance and other disciplines relevant to the business.

The NRC also considers such other factors, relevant and applicable from time to time towards achieving a diverse Board. The NRC, on identification of suitable candidate based on evaluation of aforesaid criteria, makes recommendations to the Board. The Board, on the recommendation of the NRC, appoints and further recommends to the Shareholders of the Company, wherever applicable, for their approval. The Policy on Board Diversity is available on the Company's website at <https://pdsLtd.com/wp-content/uploads/2023/06/Board-Diversity-Policy.pdf>.

Independent Directors

The Company has laid down the terms and conditions for appointment of Independent Directors stipulating their roles, responsibilities and duties which are consistent with Regulation 16 of the SEBI Listing Regulations, Section 149 read with Schedule IV of the Act. The said terms and conditions set out the criteria of independence, age limits, tenure, committee memberships, remuneration and other related terms of appointment. It also emphasizes the importance of independence.

The Company issues formal letters of appointment to the Independent Directors at the time of their appointment/re-appointment. The terms and conditions for appointment of Independent Directors are available on the Company's website at <https://pdsLtd.com/wp-content/uploads/2022/03/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf>.

At the time of appointment and thereafter at the beginning of each financial year, the Independent Directors submit a self-declaration, confirming their independence as set out in Regulation 16 of the SEBI Listing Regulations, Section 149(6) of the Act, read with rules and Schedule IV thereto and compliance with various eligibility criteria laid down by the Company, among other disclosures and the Company also ensures that its Directors meet the above eligibility criteria. All such declarations are placed before the Board for information.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations and are independent of the management of the Company.

Each of the Independent Directors have registered their names on the online databank maintained by the Indian Institute of

Corporate Affairs. In terms of Regulation 25(8) of the SEBI Listing Regulations, Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

Meetings of Independent Directors

The Independent Directors meet separately at least once a year without the presence of the Executive and Non-Executive Directors. During the year, the meeting of Independent Directors was held on January 28, 2025. The Independent Directors inter-alia discussed (i) strategic agenda items and various other Board-related matters; (ii) identified areas where they need clarity or information from the Management; (iii) Company's performance, operations and other critical matters; (iv) reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company, taking into account the views of Executive and Non- Executive Directors and (v) assessed the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programmes

The Company has adopted a structured induction programme for orientation and training of Directors at the time of their joining to provide them with an opportunity to familiarize themselves with the Company, its management, its operations, and the industry in which the Company operates.

The induction programme includes one-to-one interactive sessions with the top management team, business and functional heads among others to understand the operations and technology. They are also provided an information handbook containing policies, processes, code, the Memorandum and Articles of Association, brief profile of directors along with Board and Committee Composition. The Directors are made aware of their role, functions, duties and responsibilities, details regarding remuneration, training and development, performance evaluation process, etc. at the time of their appointment through a formal letter of appointment. The Board also has an active communication channel with executive management which allows free flow of communication among Directors in terms of raising query, seeking clarifications for enabling a good understanding of the Company and its various operations.

As a part of the ongoing familiarization programmes, business/ functional heads periodically present at the Board/Committee meetings to familiarize the Directors with Company's strategy, business performance, operations, finance, risk management framework, human resources, and other related matters.

Business updates on relevant changes and regulatory updates are regularly circulated to the Directors to keep them abreast of significant developments in the Company.

The details of such familiarization programs are disclosed on the website of the Company at <https://pdsLtd.com/wp-content/uploads/2025/04/Details-of-Familiarization-Program-2024-25.pdf>.

Performance Evaluation

a. Objective & Overview

We believe that for an effective Board, improved Board practices and the performance of its members, there needs to be a strong and robust process of feedback through an annual evaluation of the Board, its committees and individual directors. This also helps the Board in providing constructive and candid feedback and understanding the right mix of background and competences, work on weakness and leverage on strengths.

In compliance with the provisions of the Act, the Nomination and Remuneration Committee had approved the process, format (detailed questionnaires), attributes and criteria for the performance evaluation of the Board, its Committees and individual Directors including the Chairperson. The process provides that the performance evaluation shall be carried out on an annual basis. The criteria for performance evaluation includes, inter alia, relevant experience and skills, preparedness and constructive contributions, participation in strategic long-term planning, integrity, focus on shareholder value creation, monitoring corporate governance practices and Board/Committee culture and dynamics.

During the financial year, the Board had completed the evaluation process, which included evaluation of the Board as a whole, its Committees and individual Directors including the Chairperson, carried out by way of an internal assessments based on combination of a detailed questionnaire and through verbal discussions.

b. Evaluation criteria

Board: Diversity, composition, structure, effectiveness of board meetings, board meeting practices, performance of specific duties, balanced approach on devotion of time.

Board Committees: Composition, diversity, skills, experience, effectiveness of performance basis the charter, decision making and contribution to the board.

Individual Directors: Devotion of time, contribution at the meeting, attendance, quality of inputs, leadership skills, ability to bring in different perspectives, independent judgment, knowledge, skills, etc.

Independent Directors: The Independent Directors are additionally evaluated on independence, expertise, outside in perspective, guidance, contribution to the board effectiveness.

CEO: Leadership skills, achievement of strategic goals and targets, business performance, talent and leadership management.

Chairperson: The chairperson is additionally evaluated on vision, strategic thinking, moderation capabilities at the meetings, encouraging participation of all the board members.

c. Outcome

All the Directors participated in the evaluation process. The Board of Directors were satisfied with the performance of the Board, its committees and individual directors

and noted that there is an adequate flow of information from Company to the Board and the suggestions and recommendations given by the Board are considered for follow up actions and to optimize its effectiveness. The Board Committees are well managed, functioning adequately and the meetings are held on a timely basis giving attention to each agenda item.

d. Action taken from outcome during last year

The management reviewed the progress on suggestions made during Board Evaluation for previous year and noted that the actions were duly rolled out to satisfaction of the Board. The management continued strengthening the Board agenda and practices viz. comprehensive agenda, management presentation on the progress and industry trends, calendarization of the meetings, etc.

Compliance with the Code of Conduct

The Company's CoC is a guiding document which reflects our commitment towards conducting business in ethical and transparent manner and ensuring compliance of all laws and regulations, providing safe and harassment free work place, avoiding conflict of interest at all times, fairness and mutual respect in all dealings, ethical conduct of business with zero tolerance towards bribery and corruption in any form, upholding and protecting the Company's reputation, etc. The Code is applicable to the Board members, Senior Management and all the employees. As a process, an annual confirmation is sought regarding the compliance with the CoC. The Company also procures a quarterly confirmation of material financial and commercial transactions entered into by Senior Management Personnel with the Company that may have a potential conflict of interest.

The CoC is available on the website of the Company at https://pdsLtd.com/investors/corporate_governance/#code-of-conduct.

A declaration signed by the Chief Executive Officer confirming that the Board of Directors and Senior Management Personnel have affirmed compliance in accordance with the CoC during the financial year is placed at the end of this Report.

BOARD COMMITTEES

The Board Committees are governed by their respective terms of reference, which outline their scope and responsibilities. Presently, the Board has 5 (five) Committees: The Audit Committee, the Nomination & Remuneration Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee, and the Risk Management Committee. These Committees operate under the direct supervision of the Board. Generally, Committee meetings are held prior to the Board meeting, and the chairperson of the respective Committees reports to the Board about the deliberations and decisions made by the Committees.

The detailed charters and composition of the Board Committees are available on the Company's website at https://pdsLtd.com/investors/corporate_governance/#committees-charter and <https://pdsLtd.com/investors/board-of-directors-and-committees/>.

AUDIT COMMITTEE

Composition, meetings and attendance during the year:

An Audit Committee, duly constituted by the Board, has a well-defined composition, terms of reference, powers, roles, and responsibilities in accordance with Section 177 of the Act and applicable rules, as well as Regulation 18 of the SEBI Listing Regulations.

As on March 31, 2025, the Audit Committee is comprised of 3 (three) members, 2 (two) of whom are Non-Executive Independent Directors, and 1 (one) Non-Executive and Non-Independent Director. All members are financially literate and possess accounting and related financial management

expertise. The Chairman of the Audit Committee is a Non-Executive Independent Director, and he had attended the last year's AGM.

During the financial year, the Committee met 6 (Six) times in a year viz. on May 14, 2024, July 24, 2024, September 3, 2024, October 29, 2024, January 28, 2025, and March 27, 2025. The maximum time gap between 2 (two) meetings of the Committee did not exceed 120 (One Hundred and Twenty) days. The necessary quorum was present for all the meetings.

The composition of the Audit Committee and the attendance of each Member at the said Committee Meetings are set out in the table below:

Name of Member	Position/Category of Directorship	No. of Meetings	
		Held	Attended
Mr. Nishant Parikh	Chairperson/Independent Director	6	6
Dr. Deepak Kumar Seth	Member/Non-Executive & Non-Independent Director	6	6
Mr. B G Srinivas ^a	Member/Independent Director	2	2
Mr. Mungo Park ^b	Member/Independent Director	4	4

^a appointed as the Member w.e.f. October 29, 2024.

^b ceased to be a Member w.e.f. October 29, 2024.

The meetings of the Audit Committee were also attended by the Group Chief Executive Officer, Group Financial Officer, Statutory and Internal Auditors as special invitees. The Head of Legal & Group Company Secretary acts as a Secretary to the Audit Committee. The minutes of the Audit Committee is placed and discussed in the next meeting of the Board.

Terms of reference:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- Review compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by Management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;

- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Committee.

Internal control system and their adequacy

The Company has adequate internal control procedures commensurate with its size and nature of business. The

Company has appointed an Internal Auditor who audits the adequacy and effectiveness of the internal controls as laid down by the management and suggests improvements.

The Audit Committee of the Board periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risk management. Additionally, in compliance with requirements of Regulation 24 of SEBI Listing Regulations, the Audit Committee reviews operations of the subsidiary companies including their financial statements, related party transactions, statement of investments and minutes of meetings of its Board and Committees, if any.

All recommendations made by the Audit Committee during the financial year were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

Composition, meetings and attendance during the year:

The Nomination and Remuneration Committee is constituted in accordance with Section 178 of the Act and applicable rules, as well as Regulation 19 of the SEBI Listing Regulations. As of March 31, 2025, the Nomination and Remuneration Committee comprised 3 (three) members, 2 (two) of whom are Independent Directors, and 1 (one) is a Non-Executive and Non-Independent Director. The Chairman of the Nomination and Remuneration Committee is an Independent Director, and he was present at last year's AGM to address the queries of the shareholders.

During the financial year, the Committee met 7 (Seven) times in a year viz. on May 13, 2024, July 24, 2024, September 3, 2024, October 29, 2024, January 08, 2025, January 28, 2025 and March 27, 2025. The necessary quorum was present at all the meetings.

The composition of the Nomination and Remuneration Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Member	Position/Category of Directorship	No. of Meetings	
		Held	Attended
Mr. Robert Sinclair	Chairman/Independent Director	7	6
Mr. Nishant Parikh	Member/Independent Director	7	7
Dr. Deepak Kumar Seth	Member/Non-Executive & Non-Independent Director	7	7

The Head of Legal & Group Company Secretary acts as a Secretary to the Nomination and Remuneration Committee. The minutes of the Nomination and Remuneration Committee are placed and discussed in the next meeting of the Board.

Terms of reference:

The terms of reference of this Committee, inter alia covers all the matters specified under the scope and function of the Nomination and Remuneration Committee and is in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II to the SEBI Listing Regulations and which is as follows:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating
- to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and shall carry out evaluation of every directors' performance;
- recommend to the Board, all remuneration, in whatever form, payable to senior management. ("senior management" shall comprise all members of

management one level below the chief executive officer/ managing director/whole time director/manager and shall specifically include company secretary and chief financial officer.)

- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To act as the Compensation Committee under SEBI (Share Based Employee Benefits) Regulations, 2014 (including amendment thereof);
- review the Company's ESOP Schemes and recommend changes as necessary;
- oversee administration of the ESOP Schemes;
- grant Options to eligible employees, in consultation with management and issue and allot shares when Options are exercised.

The Nomination and Remuneration Committee has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and the independence of the Directors as well as identifying persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees.

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board.

- Attendance and contribution at Board and Committee meetings.
- Knowledge on specific matters like finance, legal, marketing, internal controls, risk management, and business operations.
- Pro-active and positive approach with regard to Board and Senior Management particularly the arrangement for management of risk and the steps needed to meet challenges from the competition.
- Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
- Capacity to effectively examine financial and other information on operations of the Company and the ability to make positive contribution thereon.

Nomination and Remuneration Policy

In terms of the SEBI Listing Regulations and the Act, the Board has approved a Policy on Nomination and Remuneration for its Directors, KMPs and other Senior Management Personnel and it includes the criteria for making payments to the Non-Executive Directors.

The Detailed criteria for remuneration to Directors, KMPs and senior management is provided in the said Policy which is also available on the website of the Company at <https://pdsLtd.com/wp-content/uploads/2022/07/Nomination-and-Remuneration-Policy.pdf>

DIRECTOR REMUNERATION

					(₹ in Lakhs)
Sr. No.	Name of the Director	Sitting Fees for attending Board & Committee Meetings*	Salary and Perquisites*	Incentive/ Bonus	Total
1.	Dr. Deepak Kumar Seth	Nil	Nil	Nil	Nil
2.	Mrs. Payel Seth	Nil	Nil	Nil	Nil
3.	Mr. Pallak Seth	Nil	Nil	Nil	Nil
4.	Mr. Parth Gandhi	Nil	107.25 [#]	Nil	107.25
5.	Mr. Mungo Park	Nil	N.A	N.A	Nil
6.	Mr. Robert Sinclair	Nil	N.A	N.A	Nil
7.	Mr. Nishant Parikh	Nil	N.A	N.A	Nil
8.	Ms. Yael Gairola	Nil	N.A	N.A	Nil
9.	Mr. Bangalore Gangaiah Srinivas	Nil	N.A	N.A	Nil
10.	Ms. Sandra Campos	Nil	N.A	N.A	Nil

*The remuneration/sitting fees are being paid to the Board of Directors by the subsidiary companies.

[#] Mr. Parth Gandhi, Non-Executive Non-Independent Director, who is liable to retire by rotation, was granted 1,25,000 stock options at an exercise price of ₹ 130 each on October 22, 2021. During the financial year, (i) a total of 82,500 equity shares were allotted to him upon the exercise of an equivalent number of stock options; (ii) additional 1,25,000 Employee Stock Options were granted to Mr. Parth Gandhi at an exercise price of ₹ 396/- each.

The remuneration of the Directors on the Board of the Company is structured as follows:

- Independent Directors: Independent Directors receive sitting fees for attending meetings. These fees are paid by the subsidiary companies.
- Non-Executive Non-Independent Directors: Except for Mr. Parth Gandhi, all Non-Executive Non-Independent Directors receive sitting fees for attending meetings. These fees are paid by the subsidiary companies.
- Executive Director: The Executive Director receives remuneration solely from the subsidiary companies.

During the financial year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than remuneration through stock options and reimbursement of expenses incurred by them for attending meetings of the Board or its Committees.

Other disclosure of remuneration for Executive Director	Information
Service Contracts	Appointed as Executive Director w.e.f. November 2, 2022 to November 1, 2027 (both days inclusive)
Notice Period	As per Company's policies
Severance Fees	Nil

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Composition, meetings and attendance during the year:

The Stakeholders Relationship Committee is constituted in accordance with Section 178 of the Act as well as Regulation 20 of the SEBI Listing Regulations. As of March 31, 2025, the Stakeholders Relationship Committee comprised 3 (three) members, the 2 (two) of whom are Non-Executive and Non-Independent Directors, and 1 (one) is an Independent Director. The Chairman of the Stakeholders Relationship Committee is a Non-Executive and Non-Independent Director, and

he was present at last year's AGM to address the queries of the shareholders.

During the financial year, the Committee met 4 (four) times in a year viz. on May 13, 2024, July 24, 2024, October 29, 2024 and January 28, 2025. The necessary quorum was present at all the meetings.

The composition of the Stakeholders Relationship Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Member	Position/Category of Directorship	No. of Meetings	
		Held	Attended
Mr. Parth Gandhi	Chairman/Non-Executive Director	4	3
Dr. Deepak Kumar Seth	Member/Non-Executive Director	4	4
Mr. Robert Sinclair	Member/Independent Director	4	3

Mr. Abhishekh Kanoi, Head of Legal & Group Company Secretary of the Company acts as a Secretary to the Stakeholders Relationship Committee. The minutes of the Stakeholders Relationship Committee are placed and discussed in the next meeting of the Board.

Details of investor complaints received and redressed during the financial year are as follows:

Opening as on April 1, 2024	Received during the year	Resolved during the year	Closing as on March 31, 2025
0	3	3	0

Name, Designation and Address of the Compliance Officer

Mr. Abhishekh Kanoi, Head of Legal & Group Company Secretary & Compliance Officer.

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

Tel: + 91 - 22 - 41441100; Email: investors@pdsLtd.com

Terms of reference:

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II to the SEBI Listing Regulations. This Committee is responsible for the redressal of shareholder grievances. The terms of reference of the Stakeholders' Relationship Committee of our Company include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.

- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

RISK MANAGEMENT COMMITTEE

Composition, meetings and attendance during the year:

The Company has established a comprehensive risk management framework that operates at multiple levels throughout the organization. This framework is regularly reviewed to ensure that executive management effectively controls risks through a clearly defined structure. Additionally, the Company has implemented a Risk Management Policy, designed to identify and mitigate wide range of risks. These include financial, operational, sustainability, information, and cyber security risks, in accordance with Regulation 21 of the SEBI Listing Regulations.

During the financial year, the Committee met 2 (two) times in a year viz. on July 26, 2024 and January 15, 2025. The necessary quorum was present at all the meetings.

The composition of the Risk Management Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Member	Position/Category	No. of Meetings	
		Held	Attended
Mr. Nishant Parikh	Chairman/Independent Director	2	2
Dr. Deepak Kumar Seth	Member/Non-Executive Non-Independent Director	2	2
Mr. Pallak Seth	Member/Executive Director	2	0
Mr. Parth Gandhi	Member/ Non-Executive Non-Independent Director	2	2
Mr. Sanjay Jain*	Member/Group CEO	2	1
Mr. Rahul Ahuja*	Member/Group CFO	2	2
Mr. Suresh Punjabi*	Member/ Executive Director - Internal Audit, Assurance & Risk Management	2	2

*Non-Board Members.

Terms of reference:

The scope and function of the Risk Management Committee is in accordance with Regulation 21 read with Part D of Schedule II to the SEBI Listing Regulations. This Committee is responsible for the Risk Management Framework and measures to mitigate risks. The terms of reference of the Committee of our Company include the following:

- To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition, meetings and attendance during the year:

The Corporate Social Responsibility Committee is constituted pursuant to Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Its purpose is to formulate and recommend to the Board a Corporate Social Responsibility ("CSR") Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act, to recommend the amount of expenditure to be incurred on such activities, and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

During the financial year, the Committee met 1 (One) time in a year viz. on May 13, 2024. The necessary quorum was present in the meeting.

The composition of the CSR Committee and the attendance of each member at the said Committee Meetings are set out in the table below:

Name of Member	Position/Category of Directorship	No. of Meetings	
		Held	Attended
Mr. Mungo Park ^a	Chairperson/Independent Director	1	1
Ms. Sandra Campos ^b	Chairperson/Independent Director	NA	NA
Mr. Pallak Seth	Member/Executive Director	1	0
Mr. Parth Gandhi	Member/Non-Executive Non-Independent Director	1	1

^a ceased to be the Chairman and Member w.e.f. October 29, 2024.

^b appointed as the Chairperson and Member w.e.f. October 29, 2024.

Terms of reference:

The scope and function of the CSR Committee is in accordance with Section 135 of the Act. The Committee is responsible for monitoring the CSR activities of the Company. The terms of reference of the Committee of our Company include the following:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- to recommend the amount of expenditure to be incurred on the CSR activities; and
- to monitor the implementation of the CSR Policy of the Company from time to time;
- To take all necessary actions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise with regards to Corporate Social Responsibility activities/Policy of the Company.

KEY MANAGERIAL PERSONNEL ("KMP")

As on the date of this Report, the particulars of KMP are as follows:

Name	Designation
Mr. Sanjay Jain	Group Chief Executive Officer
Mr. Rahul Ahuja	Group Chief Financial Officer

Name	Designation
Mr. Abhishekh Kanoi	Head of Legal & Group Company Secretary

SENIOR MANAGEMENT PERSONNEL ("SMP")

As on the date of this Report, the particulars of SMP are as follows:

Name	Designation
Mr. Sanjay Jain	Group Chief Executive Officer
Mr. Rahul Ahuja	Group Chief Financial Officer
Mr. Abhishekh Kanoi	Head of Legal & Group Company Secretary
Ms. Reenah Joseph	Deputy Group Chief Financial Officer
Mr. Saurabh Saxena	Group Chief Information Officer
Mr. Raamann Ahuja	Group Chief Human Resource Officer
Mr. Ajay Thakkar ^a	Group General Counsel
Ms. Mansi Agrawal	Head – Taxation

^a Mr. Ajay Thakkar stepped down as Group General Counsel & SMP w.e.f. March 31, 2025.

INVESTORS' INFORMATION

General Body Meetings

a) Details of location, date and time of last three AGMs and special resolution passed thereat:

Financial Year	Date and Time	Location	Special Resolution Passed
2021-22	July 29, 2022 at 2:30 pm (IST)	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	None
2022-23	July 31, 2023 at 2:30 pm (IST)	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	None
2023-24	July 26, 2024 at 2:30 pm (IST)	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Authorizing the Company to grant a loan to the PDS Multinational Fashions ESOP Trust to acquire equity shares of the Company for implementation of the PDS Limited - Employees Stock Option Plan 2021 – Plan B.

b) **Extraordinary General Meeting:** No Extra Ordinary General Meeting of the Shareholders of the Company was held during the financial year 2024-25.

c) **Details of the Special Resolution proposed to be conducted through postal ballot:** As on the date of the Report, the Board of Directors at their meeting held on March 27, 2025, had approved Postal Ballot notice to pass the following special resolutions through remote e-voting from Tuesday, April 1, 2025, at 9:00 A.M. (IST) Wednesday, April 30, 2025, at 5:00 P.M. (IST):

- Approval for the continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (Seventy-Five) Years.
- Approval for the grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive and Non-Independent Director under the PDS Limited – Employee Stock Option Plan 2021 – Plan B.

The aforesaid special resolutions were passed by requisite majority by the Shareholders by way Postal Ballot through e-voting and the results for the same were declared on May 1, 2025.

Date of postal ballot notice	Resolution passed	Voting results	Approval date	Scrutinizer
Thursday, March 27, 2025	Continuation of directorship of Dr. Deepak Kumar Seth (DIN: 00003021) as the Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (Seventy-Five) Years	Voting in favour: 99.95% Voting against: 0.05%	Wednesday, April 30, 2025	SGGS & Associates [Certificate of Practice No.: 21563], Practicing Company Secretaries
	Grant of 1,25,000 Employee Stock Options to Mr. Parth Gandhi, Non-Executive Non-Independent Director under the PDS Limited – Employee Stock Option Plan 2021 – Plan B.	Voting in favour: 99.98% Voting against: 0.02%		

d) **Procedure for postal ballot:** The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

e) **Details of special resolution proposed to be transacted through postal ballot:** None of the business proposed to be transacted at the ensuing AGM require passing of resolution through postal ballot

website. These are also submitted to the Stock Exchanges in accordance with the SEBI Listing Regulations and is generally published in one English daily newspaper viz. Business Standard-all India Edition and in one Marathi (Regional Language) newspaper viz. Mumbai Lakshadweep within 48 hours of approval thereof.

iii. **Annual Report:** Annual Report containing inter alia Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereof.

iv. **Corporate Filing:** Announcements, Quarterly Results, Shareholding Pattern, Analyst Presentations, etc. of the Company is regularly filed by the Company with National Stock Exchange of India Limited and BSE Limited and is also available on the website of the Company.

v. **Presentation to Institutional Investors/ Analysts:** The Corporate Presentations made to Institutional Investors / Analysts are displayed on the website of the Company.

vi. **Press Release:** The official press releases of key events are disseminated to the Stock Exchanges and are displayed on the Company's website.

MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with shareholders, proper reporting of results and progress, and timely, consistent responses to questions and issues. Shareholders seeking information may contact the Company directly throughout the year.

- Website:** Comprehensive information about the Company, and its business operations and investors information can be viewed at the Company website viz. www.pdstld.com.
- Financial Results:** The quarterly, half-yearly and annual results are regularly posted by the Company on its

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	
Day	Thursday
Date	July 24, 2025
Time	2:30 P.M. (IST)
Venue	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
Financial Calendar (Tentative)	
1 st quarter results for quarter ending June 2025	On or before 14 August 2025
2 nd quarter results for quarter ending September 2025	On or before 14 November 2025
3 rd quarter results for quarter ending December 2025	On or before 14 February 2026
Last quarter results for quarter ending March 2026	On or before 30 May 2026
Financial year	1 April to 31 March
Book Closure Dates	From Friday, July 18, 2025 To Thursday, July 24, 2025 (both days inclusive)
Dividend Payment date (subject to approval of shareholders)	on or before Friday, August 22, 2025

Annual General Meeting

Listing of equity shares at Stock Exchanges

	BSE Limited ("BSE") Pheeroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.
	National Stock Exchange of India Limited ("NSE") Exchange Plaza, 5th Floor, Plot No - C/1 Block, G Block, Bandra Kurla Complex, Mumbai - 400 051.
Stock Codes	BSE – 538730 NSE – PDSL
ISIN Number	INE111Q01021
Corporate Identification Number (CIN)	L18101MH2011PLC388088

The Annual Listing Fees for the financial year 2025-26 to BSE and NSE have been paid by the Company within the prescribed time.

The Annual Custodian Fees for the financial year 2025-26 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have been paid by the Company within the prescribed time.

In case the securities are suspended from trading, the Directors Report shall explain the reason thereof.

None of the securities of the Company are suspended from trading during the financial year .

Registrars and Share Transfer Agent (RTA)

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

Shareholders are advised to send all correspondence related to equity shares of the Company to the RTA. However, for the convenience of the shareholders documents relating to shares received by the Company are forwarded to the RTA for necessary action thereon.

Share Transfer System

MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) is the RTA of the Company.

In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. SEBI vide Circular dated January 25, 2022, has clarified that listed entities/ RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. The Company and its RTA has implemented this as part of its process.

The Company obtains from a Company Secretary in Practice annual certificate of compliance with the share transfer formalities, as required under Regulation 40(9) of the SEBI

Listing Regulations and files a copy of the certificate with Stock Exchanges.

'SWAYAM' – Investor Self-Service Portal

MUFG Intime has developed and implemented 'SWAYAM', Investor Self-Service Portal, designed exclusively for the investors serviced by Link Intime.

'SWAYAM' is a secure, user-friendly platform that empowers investors to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of 'SWAYAM' Portal:

- Updated status on electronic holdings
- Tracking of corporate actions like Dividend/ Interest/Bonus/split.
- Generate and track service requests/complaints raised on this portal.
- Effortlessly Raise request for Unpaid Amounts
- Shareholders holding shares in physical form can register on the said Portal only after updating their KYC details in their folio. The investors can visit and access the 'SWAYAM' Portal at <https://swayam.in.mpms.mufg.com/>

Nomination facility for shareholding

As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Updation of PAN, KYC and Nomination details

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/ CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/ CIR/2024/37 dated May 17, 2024), in supersession of earlier Circular(s) issued on the subject, 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, and KYC 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 01, 2024 upon registering all the required details.

Therefore, we kindly request you to register/update your PAN, KYC, and Nomination details with our RTA, if you haven't already done so. The forms are available on Company's website at <https://pdsLtd.com/investors/investor-information/#request-forms> and Registrar and Share Transfer, Link Intime's website at <https://web.in.mpms.mufig.com/KYC-downloads.html>.

Online Dispute Resolution Portal ("ODR Portal"):

To streamline and fortify the existing dispute resolution framework in the Indian Securities Market, SEBI introduced the Online Dispute Resolution (ODR) Portal through Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as of December 20, 2023). This initiative aims

to elevate regulatory oversight by SEBI concerning disputes between aggrieved parties, with ODR orders being binding on both disputing parties.

As per the aforementioned circulars, the aggrieved party can trigger the ODR mechanism via the ODR portal, subsequent to exhausting primary options for issue resolution directly with the Company and through the SCORES platform.

Reconciliation of Share Capital Audit

A Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and held in physical mode with the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

Shareholding as on March 31, 2025

i. Distribution of shareholding as on March 31, 2025:

Shares Range			No. of Shareholders	Percentage of Shareholders	Number of Shares	% of Total Share Capital
From	-	To				
1	-	500	27,917	89.07	30,33,855	2.15
501	-	1000	1,850	5.90	14,19,293	1.00
1001	-	2000	748	2.39	11,13,027	0.79
2001	-	3000	235	0.75	5,93,778	0.42
3001	-	4000	109	0.35	3,87,702	0.27
4001	-	5000	84	0.27	3,92,418	0.28
5001	-	10000	133	0.42	9,39,066	0.66
10001	&	above	268	0.86	13,34,39,244	94.42
Total			31,342	100.00	14,13,18,383	100.00

ii. Category of Shareholding as on March 31, 2025:

Category	No. of Shareholders	No. of Shares Held of face Value ₹ 2/- each			%age of Shareholding
		Demat	Physical	Total	
PROMOTERS & PROMOTER GROUP					
Foreign Individuals	3	8,67,99,430	0	8,67,99,430	61.42
TOTAL (A)	3	8,67,99,430	0	8,67,99,430	61.42
PUBLIC					
Mutual Funds	3	43,68,976	0	43,68,976	3.09
Alternate Investment Funds	13	19,15,353	0	19,15,353	1.36
Insurance Companies	1	18,25,329		18,25,329	1.29
Banks	2	395	395	790	0.00
Foreign Portfolio Investors Category I	74	66,00,721	0	66,00,721	4.67
Foreign Portfolio Investors Category II	10	4,71,361	0	4,71,361	0.33
Directors and their relatives (excluding Independent Directors and nominee Directors)	1	1,25,000	0	1,25,000	0.09
Key Managerial Personnel	2	1,02,161	0	1,02,161	0.07
Resident Individuals	28,570	2,78,59,619	3,43,800	2,82,03,419	19.96
Non-Resident Indians (NRIs)	988	17,11,479	65,480	17,76,959	1.26
Bodies Corporate	220	70,40,992	1,190	70,42,182	4.98
Trust	2	1,527	0	1,527	0.00
Bodies Corporate – LLPs	36	6,84,252	0	6,84,252	0.48
Hindu Undivided Family	789	8,99,861	0	8,99,861	0.64
Unclaimed or Suspense or Escrow Account	2	2,76,675	0	2,76,675	0.20
Clearing Members	3	1,355	0	1,355	0.00
TOTAL (B)	30,716	5,38,85,056	4,10,865	5,42,95,921	38.42

Category	No. of Shareholders	No. of Shares Held of face Value ₹ 2/- each			%age of Shareholding
		Demat	Physical	Total	
NON-PROMOTER - NON-PUBLIC					
Shares held by Employee Trust	1	2,23,032	0	2,23,032	0.16
TOTAL (C)	1	2,23,032	0	2,23,032	0.16
TOTAL (A)+(B)+(C)	30,720	14,09,07,518	4,10,865	14,13,18,383	100.00

Dematerialization of shares and liquidity as on March 31, 2025

The securities of the Company are compulsory traded in dematerialized form and are available for trading on both the depositories in India viz. NSDL and CDSL. Equity Shares of the Company representing 99.71% of the Company's Equity Share Capital are in dematerialized form as on March 31, 2025 and the entire promoters holding have been held in the dematerialized as on March 31, 2025.

Break up of shares in physical and demat form as on March 31, 2025 is as follows:

Category	Shareholders	Shares	% of total equity
Demat Mode			
NSDL	12,484	12,86,36,822	91.03
CDSL	18,039	1,22,70,696	8.68
Total	30,523	14,09,07,518	99.71
Physical Mode			
	819	4,10,865	0.29
Grand total	31,342	14,13,18,383	100.00

The Company's Equity Shares are regularly traded on the BSE Limited and the National Stock Exchange of India Limited, in dematerialized form.

Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE111Q01021.

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

During the financial year, the Company did not issue any ADRs/ GDRs/other instruments, which are convertible into equity shares of the Company.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not deal with any commodity and hence not exposed to any commodity price risk. The Company has no foreign exchange receivable and payable as on March 31, 2025.

Plant locations:

Not Applicable, since the Company doesn't have plant at any location as on March 31, 2025. However, the Company owned 4 (Four) manufacturing plants through its subsidiaries in Bangladesh and Sri Lanka. The details of the same are captured in the Business Responsibility and Sustainability Report forming part of this Report.

Address for Correspondence

Head of Legal, Group Company Secretary & Compliance Officer
PDS Limited
Registered Office:
Unit No. 971, Solitaire Corporate Park,

Andheri-Ghatkopar Link Road, Andheri East,
Mumbai – 400093, Maharashtra, India.

E-mail: investors@pdsLtd.com

Web: www.pdsLtd.com

Credit Ratings Obtained by the Entity

List of all credit ratings obtained by the Company along with any revisions thereto during the financial year, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad - Not Applicable.

OTHER DISCLOSURES

Disclosure on Material Related Party Transactions:

All transactions entered into by the Company with its related parties during the financial year ended on March 31, 2025, were in the ordinary course of business and on an arm's length basis and hence, do not attract the provisions of Section 188 of the Act. All related party transactions are placed before the Audit Committee for their approval, and on a quarterly basis, the transactions entered into during the previous quarter are reviewed. As a process, omnibus approval is obtained for related party transactions on periodic basis for transactions which are repetitive in nature as per criteria for making the omnibus approval and unforeseen transactions, as long as they are in line with the Company's RPT Policy. Only the Independent directors who are members of the Audit Committee are allowed to vote on the matters relating to Related Party Transactions. The Audit Committee has full power to call for any information from the management and appoint third party to ensure that transactions are carried out in best interests of the Company.

The Company has not entered into any materially significant related party transactions that has potential conflict or is prejudicial to the interest of the Company.

The Board of Directors has formulated a Policy on dealing with Related Party Transactions pursuant to the provisions of

the Act and the SEBI Listing Regulations. The Policy includes clear threshold limits and intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties. During the financial year, the Board of Directors had revised the Policy on Related Party Transaction in order to align the said policy with the amendments made in Regulation 23 of SEBI Listing Regulations.

The Policy is uploaded on the website of the Company at <https://pdsLtd.com/wp-content/uploads/2022/07/Policy-on-Related-Party-Transactions.pdf>.

Members may refer the financial statements for details of transactions with related parties entered during the financial year.

Penalties or Strictures

The Company has diligently adhered to all rules and regulations set forth by the Stock Exchanges, SEBI, and other relevant statutory authorities pertaining to the capital markets over the past 3 (Three) years.

However, during the financial year, penalty was imposed by NSE and BSE for the following reasons and which were later waived off by NSE:

Background: As per Regulation 23(9) of the SEBI Listing Regulations, listed entities are required to submit disclosures of Related Party Transactions (RPTs) on a half-yearly basis, on the date of publication of their standalone and consolidated financial results.

In the case of the Company, the meeting of the Board of Directors for the approval of financial results for the quarter and half-year ended September 30, 2024, was held on October 29, 2024, and concluded at 11:30 PM. The outcome of the Board meeting, along with the financial results, was uploaded on the websites of BSE and NSE at approximately 11:56 PM on the same date. The disclosure of RPTs for the six months ended September 30, 2024, was subsequently uploaded at around 12:12 AM on October 30, 2024, approximately 16 minutes after the submission of the financial results.

Management submission to Exchanges: The short delay of approximately 16 minutes was due to procedural and technical reasons, as the Company had only a 4-minute window between uploading the financial results (11:56 PM) and the end of the calendar day. The delay was not intentional and there was no mala fide intent. The RPT disclosure was made promptly and transparently, aligning with the substance and spirit of regulatory compliance.

Penalty and Waiver: The Company paid a penalty of ₹ 5,900 (including ₹ 900 GST) each to NSE and BSE. Simultaneously, the Company submitted a request for waiver of the penalty. The waiver was approved by NSE on March 11, 2025, while BSE's response on the waiver application is still pending.

Vigil Mechanism/Whistle Blower Policy

The Whistle Blower Mechanism ("Vigil Mechanism") in the Company enables all the Directors, employees and

stakeholders, to report concerns about any unethical behavior, report for leak of Unpublished Price Sensitive Information ("UPSI"), actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company has adopted the Whistle Blower Policy/ Vigil Mechanism and has established the necessary mechanism for Directors and Employees to report concerns about unethical behavior. The policy aims to ensure that genuine whistle-blowers are able to raise their concerns in full confidence, without any fear of retaliation or victimization and also allows for anonymous reporting of complaints. It contains a reporting mechanism, the manner in which all reported concerns are dealt with, confidentiality of the investigations and processes, protection of the whistle-blower against any retaliation.

The Company also has hosted on its website at www.pdsLtd.com, Navex Hotline for its stakeholders for online reporting of any unethical behavior, leak of UPSI, etc. This mechanism has provided adequate safeguards against victimization of Directors/ employees/ stakeholders of the Company who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. No personnel have been denied access to this mechanism and to the Audit Committee.

The Vigil Mechanism Policy has been posted on the website of the Company at https://pdsLtd.com/investors/corporate_governance/#policies.

Code of Conduct for Prevention of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company has formulated the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including Designated Persons ("Code") to regulate and monitor trading by Designated Persons (DPs) and their immediate relatives. The Code, inter alia, lays down the procedures to be followed by the Designated Persons and their Immediate relatives while dealing in the Company's securities, handling the Unpublished Price Sensitive Information, prohibited transactions. The Code includes the obligations and responsibilities of DPs, obligation to maintain the structured digital database, mechanism for prevention of insider trading and handling of UPSI, process to familiarize with the sensitivity of UPSI, transactions which are prohibited and manner in which permitted transactions in the securities of the Company shall be carried out, etc.

The Company also conducts various awareness programs for its employees by circulating emails, FAQs and taking live sessions to ensure strict adherence to the Code.

The Company has also formulated a Code of Practices and Procedures for Fair Disclosure of UPSI as per the requirements of the Insider Trading Regulations.

During the financial year, the Board of Directors had revised the Code in order to align with the amendments made under PIT Regulations. The said Codes are available at the website of the Company at https://pdsLtd.com/investors/corporate_governance/#code-of-conduct.

Certificate on Corporate Governance

The Company has complied with all mandatory requirements of corporate governance norms as required under the SEBI Listing Regulations. The Company is also in compliance with the requirements stipulated under Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and amendments thereto, as applicable, with regard to Corporate Governance.

A Compliance Certificate from M/s. SGGS & Associates [Unique Identification No.: P2021MH086900], Practicing Company Secretary, pursuant to the requirement of Schedule V to the SEBI Listing Regulations regarding compliance of the conditions of Corporate Governance is attached herewith this report.

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors

of Companies. SGGS & Associates [Unique Identification No.: P2021MH086900], Practicing Company Secretary have submitted a certificate to this effect and is attached herewith this report.

Subsidiary Company / Associate / Consortium

As required under Regulation 16(1)(c) and Regulation 24 of the SEBI Listing Regulations, the Company has adopted a 'Policy for determining Material Subsidiaries' and the same has been uploaded on the website of the Company at <https://pdsdtd.com/wp-content/uploads/2023/06/Policy-for-determinig-the-Material-Subsidiary.pdf>.

In terms of the Policy and based on the financial statements for financial year ended March 31, 2025, the following subsidiaries continue to qualify as material subsidiaries of the Company. Mr. Nishant Parikh, Independent Director and Mr. B G Srinivas, Independent Director of the Company serve as independent directors on the board of Multinational Textile Group Limited, Mauritius and Norwest Industries Limited, Hong Kong, respectively.

Name of the Material Subsidiary	Regulation reference	Date and Place of Incorporation	Name of Statutory Auditors	Date of Appointment
Multinational Textile Group Limited	Regulation 24 of SEBI Listing Regulations	March 28, 2006, Mauritius	Lancasters, Chartered Accountant, Mauritius	May 9, 2024
PDS Ventures Limited	Regulation 16 of SEBI Listing Regulations	Nov 25, 2015, Mauritius	Lancasters, Chartered Accountant, Mauritius	May 9, 2024
PDS Sourcing Limited	Regulation 16 of SEBI Listing Regulations	Mar 29, 2006 Mauritius	Lancasters, Chartered Accountant, Mauritius	May 9, 2024
PDS Manufacturing Limited	Regulation 16 of SEBI Listing Regulations	Mar 22, 2021 Mauritius	Lancasters, Chartered Accountant, Mauritius	May 9, 2024
Norwest Industries Limited	Regulation 24 of SEBI Listing Regulations	Jun 26, 1998, Hong Kong	Ernst & Young, Hong Kong	Dec 19, 2024
PDS Ventures Limited	Regulation 16 of SEBI Listing Regulations	Dec 12, 2017 Hong Kong	Falcon Certified Public Accountants Ltd, Hong Kong	Mar 8, 2025
Simple Approach Limited	Regulation 16 of SEBI Listing Regulations	Jun 2, 2005, Hong Kong	Grant Thornton Hong Kong Limited	Mar 8, 2025
New Lobster Limited	Regulation 16 of SEBI Listing Regulations	May 2, 2023 United Kingdom	UHY Hacker Young LLP, Chartered Accountant, London	July 10, 2023
Poeticgem Limited	Regulation 16 of SEBI Listing Regulations	May 7, 1991, United Kingdom	UHY Hacker Young LLP, Chartered Accountant, London	May 11, 2025
PDS Multinational FZCO	Regulation 16 of SEBI Listing Regulations	Feb 1, 2021 UAE	Alia Chartered Accountants, UAE	Nov 1, 2023

Total Fees Paid to Statutory Auditors

For the financial year 2024-25, the Company and its Subsidiaries have paid a consolidated sum of ₹ 1,18,33,000 to M/s. Walker Chandio & Co LLP, the Statutory Auditors.

(Amount in ₹)

Particulars	By Company	By Subsidiaries	Total
Statutory Audit Fees	79,35,000.00	17,75,000.00	97,10,000.00
Tax Audit Fees	1,39,000.00	1,55,000.00	2,94,000.00
Out of pocket Expenses	18,29,000.00	-	18,29,000.00
Total	99,03,000.00	19,30,000.00	1,18,33,000.00

Non-compliance of any requirement of Corporate Governance report of sub-para (2) to (10) of Schedule V(c) of the SEBI Listing Regulations

As on March 31, 2025, the Company is in compliance with the requirement of corporate governance report of sub-para (2) to (10) of Schedule V(c) of the SEBI Listing Regulations.

Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

In terms of the schedule V of the SEBI Listing Regulation, the details of unclaimed shares lying in suspense account which were issued to the Shareholders of the Pearl Global Industries Limited in pursuant to Scheme of Arrangement approved by the Hon'ble High Court of Delhi and in name of PDS Limited are given below:

Particulars	No. of cases	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year i.e. as on April 1, 2024.	528	2,80,250
Number of shareholders who approached to the Issuer / Registrar for transfer of shares from suspense account during the FY 2024-25.	6	3,575
Number of shareholders to whom shares were transferred from suspense account during the FY 2024-25.	6	3,575
Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year i.e. as on March 31, 2025.	522	2,76,675

The voting rights on the shares in the suspense account as on March 31, 2025 shall remain frozen till the rightful owners of such shares claim the shares. The Company sends periodic reminders to the concerned shareholders advising them to lodge their claims with respect to unclaimed shares.

Further, the complete details of unclaimed shares lying in the suspense account has been uploaded on company's website www.pdsLtd.com.

Transfer of unclaimed/unpaid amounts to Investor Education and Protection Fund:

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF") along with the corresponding shares. Further, the Sale proceeds of fractional shares arising out of demerger, an amount of ₹ 1,13,894.78 was transferred to IEPF on February 16, 2023. The details of the unclaimed amount so transferred are available on the Company's website at www.pdsLtd.com and on the website of MCA at <https://www.iepf.gov.in>.

Details of Unclaimed Dividend:

The following table provides list of year for which unclaimed dividends and their corresponding shares outstanding as on March 31, 2025:

Type of Dividend	Dividend per share (in ₹)	Date of declaration	Due date for Transfer	Unclaimed Dividend as on March 31, 2025 (₹)
Interim Dividend – FY2024-25	1.65	29-10-2024	04-12-2031	10,15,207.63
Final Dividend – FY2023-24	3.15	26-07-2024	31-08-2031	23,84,077.75
Interim Dividend – FY2023-24	1.60	01-11-2023	06-12-2030	11,78,838.80
Final Dividend – FY2022-23	2.60	31-07-2023	04-09-2030	19,24,958.72
Interim Dividend – FY2022-23	2.50	07-11-2022	12-12-2029	21,65,830.37
Final Dividend – FY2021-22	23.85	29-07-2022	02-09-2029	32,32,601.07
Final Dividend – FY2020-21	15.75	30-07-2021	03-09-2028	26,52,583.11

Details of the unclaimed dividend are available on the website of the Company at pdsLtd.com/investors/corporate_governance/statement-of-unclaimed-dividend.

Details of Utilization of Fund:

During the financial year under review, the Company raised funds by issue and allotment of 80,22,388 Equity Shares of the face Value of ₹ 2 each at an issue price of ₹ 536 per Equity Share (including share premium of ₹ 534 per Equity Share) [and reflecting a discount of ₹ 27.59 (i.e. 4.90%) on the floor price of ₹ 563.59 per Equity Share], aggregating to ₹ 43,000 Lakhs to Qualified Institutional Buyers (QIBs) on August 27, 2024, pursuant to the placement document dated August 27, 2024. Of the ₹ 43,000 Lakhs, ₹ 1,944.04 Lakhs were allocated to issue expenses, with the remaining ₹ 41,055.96 Lakhs constituting the net proceeds.

Details of utilisation of proceeds of the funds raised through Qualified Institutional Placement are as follows:

Nature of Utilisation	Amount	(₹ in Lakhs)
	(Approved for utilization)	Amount Utilized
Repayment/prepayment, in full or in part, of certain borrowings availed by the Company and certain of its Subsidiaries	27,950.00	27,836.00
Pursuing strategic unidentified acquisitions, and other inorganic growth opportunities and general corporate purposes	13,105.96	-
Total	41,055.96	27,836.00

As on March 31, 2025, the balance unutilized amount is mostly invested in bank fixed deposits.

Prevention, Prohibition and Redressal of Sexual Harassment of Women at the Workplace:

The Company has in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the financial year, no complaints were received in accordance with the Company's processes and no complaints were pending at the end of the year.

Disclosure by the Company and its Subsidiaries of "Loans and Advances in the nature of loans to firms/ companies in which directors are interested by name and amount."

The Company has not provided any loans and advances to any firms/companies in which Directors are interested.

Disclosure of Accounting Treatment

The Company has prepared its Standalone & Consolidated Financial Statements in accordance with Indian Accounting Standards as notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

The Loans and advances given by the Company and its Subsidiaries in the nature of loans to firms/companies in which directors are interested, as referred in Financial Statements annexed to this Annual Report.

Disclosure of certain types of agreements binding listed entities as per the clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations

During the financial year, the Shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company have not entered into any such agreements.

Details of Compliance with mandatory requirements and adoption of non-mandatory/ discretion requirements

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations, which are reviewed by the Board from time to time.

The status of adoption of the non-mandatory requirements pursuant to Regulation 27(1) read with Part E of Schedule II to the SEBI Listing Regulations is as under:

a. Separate position of Chairperson of the Board and Chief Executive Officer (CEO)

The position of Chairperson of the Board and that of the CEO are separate. Dr Deepak Kumar Seth is the Chairman of the Company and Mr. Sanjay Jain is Group CEO of the Company. Mr. Sanjay Jain is not related to promoter and promoter group.

b. Shareholders Rights

The Company follows a robust process of communicating with the Shareholders which have been elaborated in the Report under the heading 'Means of Communication'.

c. Audit Qualifications

During the financial year, there is no audit qualification in the Company's Financial Statements nor has there been a matter of emphasis made during the year.

d. Reporting of Internal Auditor

The Internal Auditor of the Company reports to the Chairman of the Audit Committee and has direct access to the Audit Committee.

Executive Vice Chairman, Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

The Executive Vice Chairman, Group CEO & Group CFO of the Company have furnished an annual certificate on financial reports and internal controls to the Board in terms of Regulation 17(8) of the SEBI Listing Regulations, and the said certificate forms part of this Annual Report. The Executive Vice Chairman, Group CEO & Group CFO have issued a quarterly compliance certificate on financial results and have placed the same before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations.

Annexure to Report on Corporate Governance

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2025.

Date: May 15, 2025

Sanjay Jain

Group Chief Executive Officer

Annexure to Report on Corporate Governance

CERTIFICATION BY EXECUTIVE VICE CHAIRMAN, CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

[Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors

PDS Limited

We, Pallak Seth, Executive Vice Chairman, Sanjay Jain, Group Chief Executive Officer and Rahul Ahuja, Group Chief Financial Officer of PDS Limited, to the best of our knowledge and belief, certify that;

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2025 are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that:
 - (1) there has not been any significant change in internal control over financial reporting during the year under reference;
 - (2) there has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (3) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in company's internal control system over financial reporting.

(Pallak Seth)

(Sanjay Jain)

(Rahul Ahuja)

Date: May 15, 2025

Executive Vice Chairman

Group Chief Executive Officer

Group Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS*(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To

The Members

PDS LimitedUnit No.971, Solitaire Corporate Park,
Andheri Ghatkopar Link Road, Andheri (East),
Mumbai, Maharashtra — 400093, India.

We have examined the declarations and disclosures as submitted by the Directors of PDS Limited having CIN L18101MH2011PLC388088 and registered office at Unit No.971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri (East), Mumbai, Maharashtra—400093, India (hereinafter referred to as “the Company”), and relevant registers, records, forms and returns produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion, and to the best of our information and according to the verifications carried out by us (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), and based on the explanations provided to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ended on March 31, 2025, and upto the date of issuing this certificate, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment*	Date of Cessation
1	Mr. Deepak Kumar Seth	00003021	April 06, 2011	-
2	Mr. Pallak Seth	00003040	April 06, 2011	-
3	Mrs. Payel Seth	00003035	April 06, 2011	March 31, 2025
4	Mr. Parth Dasharath Gandhi	01658253	May 27, 2021	-
5	Mr. Mungo Park	09390792	November 09, 2021	March 31, 2025
6	Mr. Robert Lloyd Sinclair	09390821	November 09, 2021	-
7	Mr. Nishant Parikh Ravindra	07349640	December 08, 2021	-
8	Ms. Yael Gairola	08434509	December 08, 2021	-
9	Mr. B.G. Srinivas	00517585	March 28, 2023	-
10	Ms. Sandra Campos	10390929	November 28, 2023	-

*Date of appointment of all the Directors are the original date of appointment as per MCA Records.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600G000338638

Peer Review Certificate No.: 5721/2024

Place: Mumbai

Date: May 15, 2025

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members of
PDS Limited

We have examined the compliance of the conditions of Corporate Governance by PDS Limited ('the Company') for the year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (ab) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

The compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for SGGS & Associates

ICSI Unique Code: P2021MH086900

Gaurav Sainani

Partner

Membership No.: A36600

Certificate of Practice No.: 24482

UDIN: A036600G000338638

Peer Review Certificate No.: 5721/2024

Place: Mumbai
Date: May 15, 2025

Annexure 7

Business Responsibility and Sustainability Report 2024-25



Section A: General Disclosures

I. Details of the listed entity

SR. No.	Particulars	Details
1	Corporate Identity Number (CIN) of the Listed Entity	L18101MH2011 PLC388088
2	Name of the Listed Entity	PDS Limited ["PDS/Company"]
3	Year of incorporation	06-04-2011
4	Registered office address	Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai- 400093, Maharashtra, India.
5	Corporate address	Unit No. 971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri East, Mumbai- 400093, Maharashtra, India.
6	E-mail	investors@pdsLtd.com
7	Telephone	+91-22-41441100
8	Website	www.pdsLtd.com
9	Financial year for which reporting is being done	2024-25
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited and BSE Limited
11	Paid-up Capital	Rs.2,826.37 lakhs as of March 31, 2025
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Abhishek Kanoi, Head of Legal and Group Company Secretary investors@pdsLtd.com +91-22-41441100
13	Reporting boundary	This Report is made on a consolidated basis unless otherwise specified.
14	Name of Assurance provider	Grant Thornton Bharat LLP
15	Type of Assurance obtained	Reasonable Assurance on BRSR Core and Limited assurance on 'Other selected indicators of BRSR other than BRSR Core Information.

II. Products / Services

16. Details of business activities (accounting for 90% of the turnover)

SR. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Sourcing	PDS provides a full suite of in-house services, including product development, design, sampling, and manufacturing utilizing third-party factories. Additionally, the company delivers quality assurance, compliance, and supply chain management to support brands and retailers.	97%

17. Products / Services sold by the entity (accounting for 90% of the entity's Turnover)

SR. No.	Product / Service	NIC Code	% of total Turnover contributed
1	Wholesale of textiles, fabrics, yarn, household linen, articles of clothing, floor coverings and tapestry, sports clothes	46411	97%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	0	6	6
International	4	84	88

PDS is a global business-to-business (B2B) supply chain solutions partner offering tailored solutions across the fashion value chain. With a presence in over 22 countries, the Company caters to markets such as the UK, Europe, Americas, Middle East & Asia. PDS and its subsidiaries operate 4 manufacturing facilities, these include 2 facilities in Bangladesh, 1 manufacturing unit, and 1 cutting plant in Sri Lanka. Additionally, PDS and its subsidiaries have over 90 offices, encompassing corporate offices and design studios worldwide.

19. Markets served by the entity

a. Number of Locations

Locations	Number
National (No. of States)	28 states & 8 Union Territories
International (No. of Countries)	More than 40 countries

b. What is the contribution of exports as a percentage of the total turnover of the entity?

In FY 2024-25, 76% of PDS's Standalone turnover was from exports out of India.

c. A brief on types of customers

PDS operates on a global B2B model, catering primarily to fashion retailers and brands. Its service offerings include design-led sourcing, manufacturing, sourcing-as-a-service, and brand management. As of FY 2024-25, the Company served over 200 customers, including several of the world's leading apparel and retail brands. The Company's customer base is geographically diversified, with key markets in the UK, Europe, Americas, Middle East & Asia.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and Workers (including differently abled)

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	4,331	3,217	74%	1,114	26%
2	Other than Permanent (E)	94	42	45%	52	55%
3	Total Employees (D+E)	4,425	3,259	74%	1,166	26%
WORKERS						
1	Permanent (F)	6,222	1,212	19%	5,010	81%
2	Other than Permanent (G)	2	2	100%	0	0%
3	Total Workers (F+G)	6,224	1,214	20%	5,010	80%

b. Differently abled Employees and Workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	5	1	20%	4	80%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total Differently Abled Employees (D+E)	5	1	20%	4	80%
DIFFERENTLY ABLED WORKERS						
1	Permanent (F)	9	5	56%	4	44%
2	Other than Permanent (G)	0	0	0%	0	0%
3	Total Differently Abled Workers (F+G)	9	5	56%	4	44%

21. Participation / Inclusion / Representation of women

	Total (A)	No. and % of Females	
		No. (B)	% (B/A)
Board of Directors	10	3	30%
Key Management Personnel	3	0	0%

*Note: 1 Male Director & 1 Female director have resigned from their positions as directors on Oct 29, 2024 , effective close of business hours on March 31, 2025.

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	31%	37%	32%	28%	26%	27%	27%	25%	26%
Permanent Workers	41%	53%	50%	45%	53%	52%	57%	56%	56%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

S. No.	Name of the holding/subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/associate joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Brand Collective Limited (formerly PDS H2GO Glove Manufacturing Limited)	Subsidiary	70.00%	Yes
2	360 Notch Limited	Subsidiary	100.00%	Yes
3	Adaptive Fashion Limited	Subsidiary	77.50%	No
4	Angelic-Partners Limited	Subsidiary	55.00%	Yes
5	Apex Black Limited	Subsidiary	65.00%	Yes
6	Brand Collective BCPT, UNIPESSOAL LDA	Subsidiary	70.00%	No
7	Brand Collective Corporation Limited	Subsidiary	70.00%	Yes
8	Casa Collective Limited (Formerly known as Sourcing East West Limited)	Subsidiary	75.00%	Yes
9	Casa Forma Limited	Subsidiary	100.00%	Yes
10	Clover Collections FZCO	Subsidiary	75.00%	Yes
11	Clover Collections Limited	Subsidiary	100.00%	Yes
12	Collaborative Sourcing Services FZCO	Subsidiary	75.00%	Yes
13	Collective Near East Sourcing Services FZCO	Subsidiary	100.00%	No
14	DBS Lifestyle Limited	Subsidiary	51.00%	No
15	DBS Lifestyle India Private Limited	Subsidiary	51.00%	Yes
16	Design Arc Asia Limited	Subsidiary	98.00%	Yes
17	Design Arc Brands Limited	Subsidiary	85.00%	Yes
18	Design Arc Europe Limited	Subsidiary	70.00%	Yes
19	Design Arc Europe SPA	Subsidiary	70.00%	No
20	Design Arc FZCO	Subsidiary	85.00%	Yes
21	Design Arc UK Limited	Subsidiary	85.00%	Yes
22	Design Hub Sourcing FZCO	Subsidiary	100.00%	Yes
23	DH Sourcing Limited	Subsidiary	60.00%	Yes
24	Fareast Vogue Limited	Subsidiary	55.00%	Yes
25	GoodEarth Apparels Ltd. (Erstwhile Green Smart Shirts Limited)	Subsidiary	99.98%	Yes
26	GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Ltd)	Subsidiary	93.00%	Yes

S. No.	Name of the holding/subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/associate joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
27	Grupo Sourcing Limited, bangladesh	Subsidiary	51.00%	Yes
28	Grupo Sourcing Limited, Hongkong	Subsidiary	51.00%	Yes
29	Home Sourcing Solutions Limited	Subsidiary	85.00%	Yes
30	Infinity Fashion FZCO	Subsidiary	100.00%	No
31	INFINITY FASHION TEDARİK HİZMETLERİ ANONİM ŞİRKETİ (Formerly known as GEORGE TEDARİK HİZMETLERİ ANONİM ŞİRKETİ)	Subsidiary	100.00%	Yes
32	Jcraft Array Limited	Subsidiary	85.00%	Yes
33	Kindred Brands Limited	Subsidiary	57.50%	No
34	Kleider Sourcing FZCO	Subsidiary	51.00%	Yes
35	Kleider Sourcing Hong Kong Limited	Subsidiary	51.00%	Yes
36	Kleider Sourcing Limited	Subsidiary	51.00%	Yes
37	Kontemporary Koncepts Private Limited	Subsidiary	51.00%	No
38	Krayons Sourcing Limited	Subsidiary	75.00%	Yes
39	Lilly and Sid Limited	Subsidiary	55.00%	Yes
40	Lily And Lionel London Limited	Subsidiary	85.00%	No
41	Moda & Beyond Limited (Formerly Moda and Beyond Limited)	Subsidiary	64.00%	Yes
42	Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	Subsidiary	100.00%	Yes
43	Multinational Textile Group Limited	Subsidiary	100.00%	Yes
44	New Lobster Limited	Subsidiary	100.00%	Yes
45	New Lobster USA LLC	Subsidiary	100.00%	No
46	Nexstyle Manufacturing Apparel Limited	Subsidiary	100.00%	No
47	Norlanka Manufacturing Colombo Limited	Subsidiary	100.00%	Yes
48	Norlanka Manufacturing Limited	Subsidiary	100.00%	Yes
49	Norlanka Manufacturing India Private Limited (Erstwhile Norlanka Brands Private Limited)	Subsidiary	100.00%	Yes
50	Norlanka Progress (Private) Ltd	Subsidiary	100.00%	Yes
51	Northern Apparel Limited (Formerly known as Nor India Manufacturing Company Limited and PDS Tailoring Limited)	Subsidiary	70.00%	No
52	Northern Brands Limited (Erstwhile Subtract Retail Limited)	Subsidiary	60.00%	No
53	Norwest Industries Limited	Subsidiary	100.00%	Yes
54	OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)	Subsidiary	100.00%	No
55	Online Enterprise HK Limited	Subsidiary	100.00%	No
56	ONME SOHO HEALTH AND BEAUTY FZCO	Subsidiary	85.00%	No
57	ONME SOHO HEALTH AND BEAUTY LIMITED	Subsidiary	100.00%	No
58	Pangram Brands Global Private Ltd	Subsidiary	51.00%	No
59	Pangram Celebrity Brands Private Limited	Subsidiary	51.00%	No
60	PDS Far-east Limited	Subsidiary	80.00%	Yes

S. No.	Name of the holding/subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/associate joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
61	PDS Asia Star Corporation Limited	Subsidiary	60.00%	Yes
62	PDS Brands Manufacturing Limited	Subsidiary	100.00%	Yes
63	PDS Brands Manufacturing FZCO	Subsidiary	100.00%	Yes
64	PDS Brands Private Limited	Subsidiary	100.00%	No
65	PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited and Casa Collective Sourcing Limited)	Subsidiary	100.00%	Yes
66	PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)	Subsidiary	100.00%	No
67	PDS Far East USA, Inc.	Subsidiary	100.00%	Yes
68	PDS Fashion USA Limited	Subsidiary	100.00%	Yes
69	PDS Fashions Bangladesh Limited	Subsidiary	100.00%	Yes
70	PDS Fashions Limited	Subsidiary	100.00%	Yes
71	PDS Global Procurement Service FZCO	Subsidiary	100.00%	Yes
72	PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)	Subsidiary	100.00%	Yes
73	PDS Lifestyle Limited UK	Subsidiary	100.00%	Yes
74	PDS Logistics FZCO	Subsidiary	51.00%	No
75	PDS Manufacturing Limited	Subsidiary	100.00%	No
76	PDS MEA Limited	Subsidiary	100.00%	Yes
77	PDS Multinational FZCO	Subsidiary	100.00%	Yes
78	PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)	Subsidiary	100.00%	Yes
79	PDS NORTH AMERICA LLC	Subsidiary	100.00%	No
80	PDS Online Enterprise USA Inc	Subsidiary	100.00%	Yes
81	PDS Radius Brands FZCO	Subsidiary	75.00%	Yes
82	PDS Smart Fabric Tech Limited (Old Name: Funky Brands Company Limited)	Subsidiary	100.00%	No
83	PDS Sourcing Bangladesh Limited (Erstwhile Multinational OSG Services Bangladesh Private Limited)	Subsidiary	99.97%	Yes
84	PDS Sourcing FZCO	Subsidiary	100.00%	No
85	PDS Sourcing Limited	Subsidiary	100.00%	No
86	PDS Trading (Shanghai) Co. Ltd	Subsidiary	100.00%	Yes
87	PDS Ventures Limited (Erstwhile Smart Notch Industrial Limited)	Subsidiary	100.00%	Yes
88	PDS Ventures Limited (Formerly known as MultiTech Venture Limited)	Subsidiary	100.00%	Yes
89	PG Capital FZE	Subsidiary	100.00%	No
90	PG Group Limited	Subsidiary	51.00%	Yes
91	PG Group SPA	Subsidiary	51.00%	Yes
92	PG Home Group Limited	Subsidiary	45.90%	Yes
93	PG Home Group SPA	Subsidiary	45.90%	Yes
94	PG Shanghai Manufacturer Co. Ltd	Subsidiary	45.90%	Yes
95	Poetic Brands Limited	Subsidiary	60.00%	Yes
96	Poeticgem Europe Limited	Subsidiary	60.00%	No
97	Poeticgem International FZCO	Subsidiary	75.00%	No
98	Poeticgem International Limited	Subsidiary	100.00%	Yes
99	Poeticgem Limited	Subsidiary	100.00%	Yes
100	Positive Materials Limited	Subsidiary	60.00%	Yes

S. No.	Name of the holding/subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/associate joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
101	Progress Apparels (Bangladesh) Limited	Subsidiary	100.00%	Yes
102	Progress Manufacturing Group Limited	Subsidiary	93.00%	Yes
103	PROGRESSIVE CRUSADE UNIPESOAL LDA	Subsidiary	60.00%	Yes
104	Recovered Clothing Limited	Subsidiary	60.00%	Yes
105	Rising Asia Star Hong Kong Co., Limited	Subsidiary	100.00%	Yes
106	Roksanda UK Limited	Subsidiary	77.50%	No
107	S.Oliver Fashion India Private Limited	Subsidiary	55.00%	No
108	Simple Approach (Canada) Limited	Subsidiary	80.00%	No
109	Simple Approach Bangladesh Private Limited	Subsidiary	80.00%	Yes
110	Simple Approach Home Limited	Subsidiary	80.00%	No
111	Simple Approach Limited	Subsidiary	80.00%	Yes
112	Simple Approach Trading FZCO	Subsidiary	75.00%	No
113	SKOPE Apparels FZCO	Subsidiary	75.00%	Yes
114	Smart Notch Limited, Shanghai	Subsidiary	100.00%	Yes
115	SNE MODA TASARIM SANAYİ VE TİCARET ANONİM ŞİRKETİ	Subsidiary	70.00%	No
116	Sourcing Solutions Europe BVBA	Subsidiary	51.00%	Yes
117	Sourcing Solutions Limited	Subsidiary	51.00%	No
118	Spring Design London Limited	Subsidiary	100.00%	Yes
119	Spring Near East FZCO	Subsidiary	55.00%	Yes
120	Spring Near East Manufacturing Co. Limited	Subsidiary	65.00%	Yes
121	Styleberry Limited	Subsidiary	100.00%	Yes
122	Sunny Up Limited	Subsidiary	60.00%	Yes
123	Sunny Up US Limited	Subsidiary	75.00%	No
124	Suri Overseas Private Limited	Subsidiary	51.00%	Yes
125	Techno (Shanghai) Trading Co., Ltd.	Subsidiary	55.00%	Yes
126	Techno Design GmbH	Subsidiary	55.00%	Yes
127	Techno Design HK Limited	Subsidiary	55.00%	Yes
128	Techno Design USA LLC	Subsidiary	93.00%	Yes
129	Techno Sourcing BD Limited	Subsidiary	49.00%	Yes
130	TECHNO SOURCING DIŞ TİCARET ANONİM ŞİRKETİ	Subsidiary	55.00%	Yes
131	Technocian Fashions Pvt. Limited	Subsidiary	55.00%	Yes
132	The Brand Group Limited	Subsidiary	100.00%	Yes
133	The Source Fashions Platform FZCO	Subsidiary	70.00%	No
134	Tritron Fashion FZCO	Subsidiary	60.00%	No
135	Twins Asia FZCO	Subsidiary	85.00%	Yes
136	Twins Asia Limited	Subsidiary	98.00%	Yes
137	"Upcycle Labs Limited (Ertswile known as Filkor Ltd)"	Subsidiary	61.00%	Yes
138	VIVERE LONDON LIMITED	Subsidiary	58.90%	Yes
139	Wonderwall (F.E) Limited	Subsidiary	63.75%	Yes
140	Wonderwall (F.E) Limited (HK)	Subsidiary	63.75%	Yes
141	Zamira Fashion Limited	Subsidiary	67.00%	Yes
142	Zamira Fashion Limited Zhongshan	Subsidiary	67.00%	Yes
143	Digital Internet Technologies Limited	Joint Venture	50.00%	No

S. No.	Name of the holding/subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/associate joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
144	Digital Ecom Techno Private Limited	Joint Venture	42.14%	Yes
145	Yellow Octopus EU Sp. Z.oo	Joint Venture	50.00%	Yes
146	Yellow Octopus Circular Solutions Limited (Formerly Yellow Octopus-Uk Limited And Yellow Octopus Fashion Limited)	Joint Venture	50.00%	Yes
147	Yellow Octopus Ventures FZCO	Joint Venture	50.00%	No
148	GWD Enterprises Limited	Associate	25.00%	No
149	Loop Digital Wardrobe Limited	Associate	34.00%	No
150	MAMBO LEISURE MASTERS LIMITED	Associate	26.00%	No
151	Nobleswear	Associate	20.00%	No
152	Reflaunt Pte Limited	Associate	26.00%	No

VI. CSR Details

24. CSR Details

(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes, CSR as per section 135 of Companies Act, 2013 is applicable to the Company. The Company has contributed approximately Rs. 63.41 Lakhs to Soham for Kids Education Society, a trust registered under the Societies Registration Act of 1860 and based in Hyderabad. This organization adopts a holistic approach to child welfare, providing essential services such as healthcare, balanced nutrition (including two meals daily), and a robust educational platform. Its educational style goes beyond the basics by nurturing holistic development through extra-curricular activities such as sports, music, and the arts Furthermore, through its initiatives, the trust empowers parents with valuable vocational training such as sewing and English speaking, facilitating their access to sustainable livelihoods.
(ii) Turnover (in Rs.)	₹45,567 lakhs
(iii) Net worth (in Rs.)	₹71,018 lakhs

VII. Transparency & Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	NA	0	0	NA
Investors	Yes	0	0		0	0	
(other than shareholders)							
Shareholders	Yes	0	0		0	0	
Employees and workers	Yes	29	0		32	0	
Customers	Yes	4	0		6	0	
Value Chain Partners	Yes	0	0		2	0	
Other (please specify)	Yes	3	0		3	1	

PDS has an established Vigil mechanism policy and Grievance Redressal Policy to ensure fair and equal treatment of all stakeholders, free from bias. All stakeholders can raise grievances through the independent online platform, NAVEX hotline global platform which are addressed by the Reviewing Authority, promptly. The Company also maintains a complaint register at all their factory locations wherein the factory associates can raise complaints on any issues that they face, these complaints are documented and addressed by the factory compliance manager and Head of Compliance. All employees

and stakeholders are encouraged to report any concerns or malpractices by employees, vendors, contractors, or any other stakeholders to his/her reporting managers, or respective locational/functional human resources head. If any Whistle Blower has concerns regarding submission to Protected Disclosures, he/she may report directly to the Vigilance Officer.

Reporting Mechanisms-

Ethics Hotline: <https://pds ltd.com/ethics-hotline/>

Email: whistleblower@pds ltd.com

auditcommittee@pds ltd.com

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

PDS has conducted a Group-wide Materiality Assessment engaging internal and external stakeholders on material ESG issues. The process, backed by senior ESG leaders including the Group ESG Director and the Director of Sustainability and Innovation, began with stakeholder mapping and a survey on 42 ESG topics. The survey was completed by internal and external stakeholders, including Sustainability Champions from various business units. Topics were then assessed for their impact on the economy, environment, and people, leading to a prioritized list of 12 key material matters.

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Human Rights	Opportunity/Risk	Embracing human rights can serve as a differentiator for PDS to bolster its brand reputation and meet stakeholder expectations. By instituting human rights procedures and policies, PDS can cultivate a workplace environment that fosters positivity and inclusivity. Conversely, the absence of robust human rights policies and procedures can lead to significant risks, including legal exposure, reputational damage, and a loss of stakeholder confidence.	<ol style="list-style-type: none"> 1) PDS is a signatory to the United Nations Global Compact (UNGC) and upholds its Ten Principles, including those related to human rights protection and elimination of forced labor. The Company also prepares and submits a UNGC Communication on Progress (CoP) Report, detailing actions, progress, and gaps in implementation. 2) The Company maintains a Zero Tolerance against violations Policy against all forms of forced or compulsory labor, including bonded labor, slavery, and human trafficking, as articulated in its Human Rights Policy. 3) This commitment is also embedded across the organization through the Employee Code of Conduct, Policy on Prevention of Sexual Harassment (POSH), Supplier Code of Conduct, and broader HR practices that govern employee and value chain relationships. Compliance is monitored by a dedicated global ESG and Compliance team overseeing operations and partner factories, particularly in high-risk sourcing geographies. 4) Capacity-building initiatives are periodically conducted to promote awareness and ownership of human rights responsibilities across teams and suppliers. 	Positive

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Green House Gases (GHG) Emissions	Risk	Greenhouse gas emissions pose significant environmental and health hazards. Any harm to the environment and biodiversity could result in reputational damage, financial penalties, increased costs, missed business prospects, and negative media coverage. Managing these risks is crucial for PDS to protect its standing and financial well-being.	<p>PDS recognizes the environmental impact of its operations and is committed to reducing its carbon footprint through structured, data-driven mitigation measures. To advance this agenda, the Company has committed to aligning with the Science Based Targets initiative (SBTi), in line with the climate goals of the Paris Agreement. This involves engaging key stakeholders to assess its emissions profile, identify areas for improvement, and define reduction targets.</p> <ol style="list-style-type: none"> 1) The Company has embedded ESG principles across its operations. 'Reduce Emissions' forms one of its four sustainability pillars, bringing focus on lowering greenhouse gas emissions across its value chain. 2) PDS tracks and monitors its Scope 1 and Scope 2 emissions across owned factories and key office locations. 3) The Company has actively pursued initiatives to reduce emissions and its overall carbon footprint, including: <ol style="list-style-type: none"> i). Installation of solar energy systems at factories in Sri Lanka & Bangladesh. ii). Mangrove restoration project in Sri Lanka undertaken by the Company's subsidiary in partnership with the University of Kelaniya supports carbon sequestration as part of its carbon neutrality efforts. iii. In advancing emissions traceability: <ol style="list-style-type: none"> a. PDS has invested in Fabacus's Digital Product Passport solution, implementing it across select product ranges to support regulatory readiness. The tool enables product-level transparency on emissions and resource usage across life cycle. b. As part of its digital mitigation efforts, PDS has piloted Carbon Trail, a platform that automates product-level carbon footprint calculations across selected categories, helping identify high-emission components and enabling targeted reductions. iv. PDS promotes Higg FEM adoption and mandates responsible energy use in its Supplier Code to reduce supply chain emissions. v. One of the Company's business vertical - Poetic Gem reduces emissions from travel and logistics through verified carbon offsetting and adoption of Sustainable Aviation Fuel, supported by certified partners and aligned with global climate standards. 	Negative

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Energy Management	Risk	Energy management holds utmost importance for PDS, given its heavy dependence on a reliable energy supply. With finite natural resources, transitioning from non-renewable to renewable energy sources is imperative, not only for environmental sustainability but also for cost-effectiveness	<ol style="list-style-type: none"> 1) Use of fabric waste incineration boiler in Progress Apparels (Bangladesh) Limited to generate energy from its own fabric waste. 2) On-site renewable energy generation at Good Earth Apparels and Norlanka Manufacturing Colombo Limited, which meets a substantial portion of the facility's electricity demand and supports decentralized clean energy adoption. <p>Apart from the newly established cutting plant, all three manufacturing units have received recognition and the LEED Gold Certification for their exceptional energy leadership and environmentally conscious design.</p>	Positive
4	Water Management	Risk and Opportunity	Recognizing the global risks of rising water demand and limited supply, PDS prioritizes water management. The Company acknowledges water as a significant risk due to its crucial role in operations and community welfare. Climate change exacerbates the challenge, with extreme weather events like droughts posing threats to water availability. In tandem, sustainable water management practices also provide increased opportunities for such companies given the commitments of prospective customers towards conscious sourcing.	<p>The Company continues to implement targeted measures to monitor, regulate, and optimize water usage across its manufacturing operations, aligned with its goal to reduce water consumption by 30% by 2030. This is driven through technology upgrades, process improvements, and real-time consumption tracking.</p> <p>Key initiatives include:</p> <ol style="list-style-type: none"> 1) STPs at Good Earth Apparels enabling reuse of treated wastewater for landscaping and safe discharge. 2) ECOGREEN washing systems and HNS Eco Dryers at Progress Apparels reduce water use by up to 60%. 3) Ozone-based denim processing at Zamira minimizing water usage and eliminating harmful chemical discharge. 4) Rainwater harvesting at Norlanka, collecting ~4.5 million liters annually to reduce reliance on external sources. 5) Furthermore, comprehensive training sessions have been conducted to educate employees and workers, fostering awareness and minimizing water wastage. 	Positive

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Community Relations	Opportunity	Interacting with the community provides companies with valuable insights into their needs while fostering trust and support. Cultivating positive relations with the community can attract local talent, customers, and investors, thereby unlocking new market prospects	<ol style="list-style-type: none"> 1) Through its CSR initiative 'Soham for Kids', PDS empowers underprivileged children and their families by providing holistic education and livelihood support, breaking the cycle of poverty through inclusive, experiential learning and community upliftment. 2) 'Soham for All' in Bangladesh, supported by PDS subsidiary Design Arc, provides academic and vocational education to children of factory workers and local women, promoting generational upliftment through inclusive learning and livelihood training. 3) In addition to these initiatives, in times of local needs and crises, PDS extends targeted relief during natural disasters, economic hardships, and other adverse events—contributing to community stability and social protection 	Positive
6	Occupational Health & Safety	Risk	Ensuring a safe and healthy workplace for everyone is vital for boosting productivity and nurturing organizational development. Additionally with manufacturing facilities spread across different locations, the labor-intensive nature of operations poses health risks for the workforce, stemming from factors like machinery breakdowns and human error.	<ol style="list-style-type: none"> 1) Medical/Accident insurance is provided to all workers 2) Clinics and medical bays are operational at factory sites to provide immediate medical assistance. 3) First Aid kits and fire safety equipment are installed across factories and offices, supported by regular safety drills and awareness sessions. 4) A formal OHS Policy governs health and safety practices, with compliance checks across value chain partner factories to ensure alignment with safety standards. 5) The Company engages only with facilities that maintain verifiable compliance with health and safety requirements. 6) Through PDS's Global Compliance Development visits, PDS evaluates and collaborates with its value chain partners to ensure they consistently enhance and maintain high health and safety standards. 	Positive

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Product Quality, Safety and Sustainability	Risk and Opportunity	In today's context, the significance of product quality, safety, and sustainability cannot be overstated. Consumers are increasingly discerning, seeking products that not only meet their needs but also align with their values. High-quality products that are safe to use instill trust and confidence in the brand. Furthermore, in the face of growing environmental concerns, sustainability has become a non-negotiable criterion for many consumers. By prioritizing these, companies not only meet current market demands but also future-proof their operations, establishing themselves as responsible and reliable industry leaders.	<ol style="list-style-type: none"> 1) All products are developed in line with customer specifications and undergo rigorous in-house quality testing to ensure compliance with durability, safety, and performance standards. 2) By partnering with Carbon Trail, PDS has piloted partial life cycle assessments on five key SKUs to identify emission hotspots across knitting, spinning, material sourcing, transport, and packaging—enabling targeted sustainability improvements while upholding product quality and safety. 3) The Company integrates sustainability across design, sourcing, and manufacturing, including the adoption of sustainable fabrics, eco-efficient processes, and responsible material management. 4) Supplier compliance audits are conducted regularly to ensure alignment with ethical sourcing standards, including fair wages, safe working conditions, and prohibition of child labor. 5) The Company is transitioning to 100% responsibly sourced MMCF by 2027, partnering with Canopy "Green Shirt" suppliers to promote forest conservation and eliminate sourcing from unverified sources. 	Negative
8	Supply Chain Management	Risk and Opportunity	It has become a business imperative for companies to partner with suppliers who prioritize operational efficiencies, resource management, pollution reduction, and ethical business conduct. Moreover, consumers are also increasingly demanding products that ethically and sustainably sourced and produced. Environmentally conscious materials, traceability and ethical value chain provide a competitive edge to the Company offerings which include sourcing as a service.	<ol style="list-style-type: none"> 1) The Company has implemented a Sustainable Supply Chain Policy and enforces a robust Supplier Code of Conduct aligned with international human rights and labor standards. 2) Regular audits are conducted across all suppliers to monitor compliance with key requirements including prohibition of forced and child labor, fair wages, safe working conditions, and environmental responsibility. 3) PDS has partnered with Oritain to mitigate fiber-level traceability risks by scientifically verifying the origin of raw materials, helping prevent substitution and ensuring integrity across its global sourcing network. 4) To strengthen supply chain transparency, PDS Ventures has invested in Fabacus to implement Digital Product Passports that track key product attributes—such as material origin, emissions data, and packaging—enabling greater traceability and readiness for emerging regulatory requirements. 	Negative

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Circular Economy	Opportunity	The concept of a circular economy revolves around extending the lifespan of products through reuse and recycling. This practice is crucial for companies as it not only reduces waste but also aids in balancing industry demand and supply, particularly in the face of resource constraints. Increasingly, customers are demanding products that embed circularity and regenerative economy considerations from design to disposal.	<ol style="list-style-type: none"> 1) Good Earth Apparels contributes to the circular economy through an innovative process that transforms cutting waste into fiber, which is then spun into yarn and woven into new fabrics—creating sustainable products while reducing industry waste. 2) A fabric incineration boiler at Progress Apparels (Bangladesh) Limited generates process energy from production waste, contributing to resource efficiency and waste minimisation. Krayons supports circularity by integrating recycled ocean plastics into its fabric blends using Repreve polyester, giving post-consumer waste a second life while reducing reliance on virgin materials. 3) Norlanka collaborates with Neptune Recyclers to track and trace post-industrial fabric waste through a certified system, ensuring it is responsibly recycled and reintegrated into the production cycle. 4) The Company promotes circularity across the fashion value chain by investing in early-stage startups focused on waste-to-value innovation, regenerative materials, and second-life solutions through its venture arm, PDS Ventures. 5) PDS Ventures supports material innovation start-ups such as Upcycle Labs, Bloom Labs, Evrnu®, and Resortecs, which transform unsorted textile waste into durable products, bioplastics, regenerative fibres, and recycling-ready garments—advancing scalable solutions for a circular fashion economy. 	Positive

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
10	Industry Collaborations	Opportunity	Collaborating with peers in the industry not only keeps us abreast of current trends but also serves as a benchmark for performance relative to others in the same sector	<ol style="list-style-type: none"> 1) The Company is a signatory to the United Nations Global Compact (UNGC) 2) Through its association with the Cascale (formerly known as Sustainable Apparel Coalition), the Company collaborates with a diverse range of industry stakeholders across the apparel value chain. It also leverages the Higg Index tools under worldly platform to collaborate on standardized sustainability measurement. 3) The Company remained an active member of the American Apparel & Footwear Association (AAFA) during the year. 4) PDS hosted its first Global Supplier Meet, uniting 100+ suppliers to strengthen collaboration and align on quality, sustainability, and ethical sourcing, reinforcing their commitment to building a resilient, future-ready supply chain. 5) PDS also participated as the fashion sponsor for Bhart Tex, a global textile mega event organized by a consortium of 11 Textile Export Promotion Councils and supported by the Ministry of Textiles. 	Positive
11	Business Ethics and Integrity and Code of Conduct	Risk and Opportunity	Business ethics and governance are critical for PDS, underpinning reputation and relationships. Upholding high standards fosters trust, transparency, and compliance, mitigating risks and driving sustainable growth. It demonstrates commitment to responsible business conduct, essential for long-term success and competitiveness.	PDS upholds high standards of ethical conduct and governance through a global Code of Conduct that reinforces principles of trust, integrity, and non-discrimination across all operations. A confidential Ethics Hotline, overseen by the Vigilance Officer/ Ombudsman, enables stakeholders to report concerns related to misconduct or violations. In parallel, the Supplier Code of Conduct ensures ethical behavior, legal compliance, and respect for human rights across all value chain partnerships.	Positive
12	Labor Relations and Collective Bargaining	Risk	Cultivating transparent relationships with the workforce through industrial relations and collective bargaining is essential for smooth business operations. It ensures adherence to human rights, promotes a high-performance culture, and fosters a positive work environment.	PDS Human Rights Policy prohibits child labor, forced labor, discrimination, and harassment, and promotes a safe, inclusive, and equitable workplace. PDS respects the right of employees and workers to form associations or employee groups and to bargain collectively, in accordance with applicable local laws and practices, ensuring freedom of representation and protection of labor rights across its operations.	Negative



Section B: Management & Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S.No	Principle Description	Reference of PDS Policies
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.	<ul style="list-style-type: none"> Employee Code of Conduct Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including designated persons Code of Conduct for Board Members & Senior Management Personnel Anti-Bribery and Anti-Corruption Policy Vigil Mechanism Policy Policy on Diversity of Board Business Responsibility Policy Policy on Related Party Transactions Communications Policy PDS Group Tax Policy
P2	Businesses should provide goods and services in a manner that is sustainable and safe	<ul style="list-style-type: none"> Sustainable Supply Chain and Responsible Sourcing Policy Environmental Policy Employee Code of Conduct Sustainable Packaging Policy
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains	<ul style="list-style-type: none"> Employee Code of Conduct Suppliers' Code of Conduct Policy on Prevention of Sexual Harassment at the Workplace Vigil Mechanism Policy Nomination and Remuneration Policy Equal Opportunity Policy Occupational Health and Safety Policy Anti Modern Slavery and Human Trafficking Final Policy
P4	Businesses should respect the interests of and be responsive to all its stakeholders	<ul style="list-style-type: none"> Stakeholders Engagement Policy Grievances Redressal Policy Corporate Social Responsibility Policy
P5	Businesses should respect and promote human rights	<ul style="list-style-type: none"> Human Rights Policy Employee Code of Conduct Equal Opportunity Policy Policy on Prevention of Sexual Harassment at the Workplace Anti Modern Slavery and Human Trafficking Final Policy
P6	Businesses should respect and make efforts to protect and restore the environment	<ul style="list-style-type: none"> Sustainable Supply Chain and Responsible Sourcing Policy Sustainable Packaging Policy Biodiversity Policy Environmental Policy PDS Chemical Policy PDS Animal Welfare Animal Derived Material Policy

S.No	Principle Description	Reference of PDS Policies
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	<ul style="list-style-type: none"> • Business Responsibility Policy • Anti-Bribery and Anti-Corruption Policy • Dividend Distribution Policy • Policy for Determining Material Subsidiary • Policy for Determining Material of Events or Information • Policy on Preservation of Documents and Archival • Grievances Redressal Policy • Stakeholders Engagement Policy • Communications Policy
P8	Businesses should promote inclusive growth and equitable development	<ul style="list-style-type: none"> • Corporate Social Responsibility Policy
P9	Businesses should engage with and provide value to their consumers in a responsible manner	<ul style="list-style-type: none"> • Stakeholder Engagement Policy • Business Responsibility Policy • Information Security Policy

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy & Management Processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://pdsLtd.com/investors/corporate_governance/#policies/								
2 Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3 Do the enlisted policies extend to your value chain partners? (Yes / No)	Yes, the below-mentioned policies extend to PDS's value chain partners 1) Supplier Code of Conduct 2) Sustainable Supply Chain and Responsible Sourcing Policy								
4 Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									
P1 1. Wrap Certification – Gold certificate of compliance: 3 Owned Manufacturing Facilities (excludes Cutting Plant in Sri Lanka)									
2. ISO 9001: 2015 - GoodEarth Apparels Limited									
3. GSCS International - Global Organic Textile Standard - All 4 manufacturing units									
P2 1. GRS Certification (Global Recycled Standard (GRS) Textile)- Norlanka Manufacturing Colombo Limited -Trincomalee and GoodEarth Apparels limited									
2. RCS Certification (Recycled Claim Standard)- GoodEarth Apparels Limited									
P3 1. ACCORD on Fire Building Safety – Good Earth Apparels Limited									
2. BSCI certification - 3 Manufacturing Facilities.									
3. SMETA Certification-Norlanka Manufacturing Colombo Limited Trincomalee and Central Cutting Plant Malwana									
4. Social & Labor Convergence Program Progress Apparel (Bangladesh) Limited									
P4 NA									
P5 NA									
P6 The following certifications are for 3 Manufacturing Facilities (excludes Cutting Plant in Sri Lanka):									
1. Higg Index --Environmental Module/ FSLM									
2. GSCS International - Global Recycled Standard									
3. LEED -Gold 5. Global Organic Textile Standard – GoodEarth Apparels Limited									
4. SMETA Audit Verified									
5. BCI Certification									
6. OCS Certification- Norlanka Manufacturing Colombo Limited - Trincomalee, Central Cutting Plant – Malwana and GoodEarth Apparels Limited									
7. HIGG FEM Certification- Norlanka Manufacturing Colombo Limited - Trincomalee and Central Cutting Plant - Malwana									
8. GOTS Certification- Norlanka Manufacturing Colombo Limited - Trincomalee, Central Cutting Plant – Malwana and GoodEarth Apparels Limited									
9. ISO 14064 Certification – Norlanka Manufacturing Colombo Limited - Trincomalee									
10. LEED V4 Certification- Gold Certificate- Norlanka Manufacturing Colombo Limited -Trincomalees									
11. Oekotex STEP- Norlanka Manufacturing Colombo Limited - Trincomalee									
P7 NA									

Disclosure Questions			P1	P2	P3	P4	P5	P6	P7	P8	P9
	P8	1. SEDEX Certification- GoodEarth Apparels Limited									
	P9	1. Oekotex 100 –and GoodEarth Apparels Limited									
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.		The Company has established specific goals and objectives for both its sourcing and manufacturing operations, focusing on four key principles: Decreasing emissions, Preserving Water & the Environment, Embracing Circular Practices, and Supporting Communities. The Company has outlined a strategic plan with measurable targets spanning from 2023 to 2030, with the ultimate aim of achieving a Net Zero status by 2050.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.		Target		Status						
			By 2023: Commit to SBTi		Achieved						
			By 2024:		The Company has initiated to report its Scope 3 emissions covering 10 out of the 15 categories in alignment with the GHG Protocol in their Group Sustainability Report. Further, the Company is in the process of enhancing data systems to enable category-wise reporting in alignment with global standards.						
			<ul style="list-style-type: none">Clearly define and publish Scope 3 emissions.Engage in UNGC related activities		In FY 2024–25, PDS submitted its annual Communication on Progress (CoP) to the United Nations Global Compact (UNGC), reaffirming its alignment with the Ten Principles in the areas of human rights, labor, environment, and anti-corruption. The CoP outlines how PDS is integrating these principles into decision-making and discloses progress made toward the broader UN Sustainable Development Goals (SDGs)						
			By 2025: SBTi approved emission reduction targets on Scope 1, 2 & 3		The Company has announced its commitment to SBTi and will be soon submitting the targets for validation.						
			By 2026: Provide free primary and secondary education to 1000 children from vulnerable communities.		The Company through its current CSR and other social projects are facilitating the education of ~211 children from vulnerable communities of Hyderabad and Bangladesh. The Company is in the process of reaching out to more communities and children to meet their target.						
			By 2027: Responsibly source all Man Made Cellulosic Fibers (MMCF)		In process PDS has started setting targets to increase Man Made Cellulosic Fibers (MMCF) at subsidiary level including subsidiaries like Poeticgem, CSS, Good Earth Apparels, Groupo Sourcing, Krayons, Norlanka, PDS Far East, PDS Fashions USA Ltd., Simple Approach, Sourcing Solutions, Spring Near East, Zamira, Progress Apparels and Design Arc.						
			By 2030: Achieve a 30% reduction in water consumption.		In process PDS aims to meet the target through a structured approach that integrates efficient technologies, closed-loop systems, and awareness-driven practices. In FY 2024–25, the Company advanced this agenda by scaling water-efficient washing technologies, implementing rainwater harvesting, and operationalizing sewage treatment and reuse systems across manufacturing sites.						
			By 2050: Net Zero		In process The Company has announced its commitment to SBTi and will be soon submitting the targets for validation						

Governance, Leadership and Oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

PDS remains deeply committed to embedding Environmental, Social and Governance (ESG) principles across its business. The strategy continues to be guided by four sustainability pillars—Reduce Emissions, Respect Water, Think Circular, and Build Community—which serve as the foundation for the Company's decision-making and progress. FY 2024–25 marked an important step in advancing commitments under these pillars through science-aligned targets, innovation-led interventions, and deeper ecosystem engagement.

During the year, PDS formally committed to the Science Based Targets initiative (SBTi), reinforcing the Company's decarbonisation pathway in alignment with the goals of the Paris Agreement with the ultimate goal to achieve Net Zero by 2050. The Company's operational facilities made tangible gains—Good Earth Apparels generated over 10,00,000 kWh of renewable energy, while Norlanka produced an average of 51,440 kWh per month, avoiding 987.46 metric tonnes of CO₂e in FY 2024–25.

PDS's environmental stewardship also extended to nature-based solutions. In collaboration with the University of Kelaniya, Norlanka continued its mangrove restoration programme in Sri Lanka, with over 700 mangrove plants restored. This initiative resulted in an estimated 215,600 kg of CO₂e sequestration, reinforcing commitment to ecosystem resilience. The Company piloted Life Cycle Assessments (LCAs) for five products through our partnership with Carbon Trail, generating actionable insights across product development stages including spinning, knitting, packaging, and transport. These insights are shaping material choices and process optimisation in the design and sourcing functions. Complementing this, several of the Company's suppliers improved their emissions and impact data submissions under Higg FEM 4.0, supporting the broader value chain transparency goals. On the water management front, PDS recognizes the growing stress on freshwater resources and has implemented focused initiatives across subsidiaries like Good Earth Apparels, Progress Apparels, Zamira, Norlanka, and CCP Malwana. These include rainwater harvesting, wastewater treatment, and water-efficient machinery, supported by employee training to reduce consumption and minimise wastage. For managing waste generated, fabric optimisation, traceable recycling, and energy recovery from textile by-products is prioritized. Progress Apparels operates a Waste-to-Energy boiler using fabric waste, while Norlanka partners with recyclers to close the loop on material use. Chemical management is governed by a ZDHC-aligned policy, with strict protocols for safe use, testing, and digital inventory tracking.

PDS is actively reducing its carbon footprint by scaling clean energy solutions across key facilities. Solar power systems at units in Sri Lanka and Bangladesh, along with on-site renewable generation at Good Earth Apparels and Norlanka, now meet a significant share of operational energy needs. At Progress Apparels, a fabric waste boiler converts production waste into thermal energy, further cutting emissions.

Innovation continues to drive the Company's sustainability agenda. Through PDS Ventures, the Company advances commitment to invest USD 50 million in transformative fashion-tech and circularity solutions. The portfolio now includes over 60 companies, spanning cutting-edge technologies like Colorifix's low-impact dyeing, Smartex's AI-led defect detection, and Evrnu's regenerative fibre platforms. Traceability at scale was also enabled through partnerships with Oritain, which authenticates fiber origin, and Fabacus, whose Digital Product Passport pilot with Tesco enhances product-level transparency. Positive Materials vertical, based in Portugal, continues to play a pivotal role in commercialising next-generation materials by bridging lab innovation with industrial application. The successful launch of the Everloop capsule collection, developed in partnership with six material innovators, demonstrated the strength of co-creation in sustainable design.

PDS remained equally focused on social equity and community impact. The Company's flagship education programme in conjunction with the SOHAM foundation, expanded its reach by offering academic and vocational training to children and families in underserved communities in India and Bangladesh. Other group-led initiatives included life-saving infant wear by Poeticgem, women's upskilling through fabric waste reuse at Spring Near East, and employee well-being support through the Apon Fair Shop at Good Earth Apparels, which offers discounted essentials, including hygiene products for women.

As legislation and stakeholder expectations evolve, PDS intensified engagement with platforms such as the UN Global Compact and the International Labour Organization (ILO) to align internal practices with global frameworks. These efforts have enhanced capacity-building programmes, particularly within the Company's social compliance and sourcing teams. This year, PDS also partnered with leading financial institutions to activate sustainability-linked financing, embedding ESG metrics into the Company's funding frameworks.

Looking ahead, PDS remains steadfast in its resolve to lead with purpose, partner for progress, and deliver measurable impact across its value chain. Journey toward a more sustainable and equitable future is not just a responsibility—it's a shared commitment to the generations to come.

8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies)	The Group Chief Executive Officer (CEO) is the highest authority responsible for the implementation and oversight of the Business Responsibility policies.
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details	Yes, the Company has constituted the "PDS Sustainability Board" to oversee ESG related decisions. Its members include the Executive Vice Chairman (of PDS Board of Directors) and other senior key managerial personnel.

10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Performance against the above-mentioned policies and follow-up action is reviewed by the Board of Directors, Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee, as applicable. Reviews are conducted once every three years or whenever an update is required due to change in applicable laws.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	No non-compliances were observed during the reporting period.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes / No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Internal auditors periodically review the Company's policies, assessing their effectiveness and adequacy based on best practices observed in reputable organizations. The Audit Committee oversees adherence to these policies within the Company.								
	PDS had engaged one of the Big 4 consulting firms to conduct assessments and reviews of PDS's policies for compliance with the applicable laws.								

12. If answer to question (1.) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)	Not Applicable								



Section C: Principle Wise Performance Disclosure

PRINCIPLE 1:

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%-age of persons in respective category covered by the awareness programmes
Board of Directors	6	Board of Directors Training covers business performance, strategy, key risks, audit plans, financials, compliance and regulatory updates. They also include insights on internal controls, company policies, investor relations, HR developments, and technology initiatives.	100%
Key Managerial Personnel	6	Coaching – Courageous Conversations: Tools for Giving and Receiving Effective Feedback, IVY session, Workplace Behaviour Training.	100%
Employees other than BOD and KMPs	8533	The training programs include key areas such as Code of Conduct & POSH Awareness, Employee Wellbeing, Performance Management, Occupational Health & Safety, Fire Safety, Textile Recycling, ISO 14001 & Environmental Management, Sustainability & ESG, Health & Safety Workshops, and Leadership & Personal Development, all focused on ensuring compliance, safety, skill development, and promoting sustainable business practices.	81%
Workers	13256	The training covers Occupational Health & Safety, including PPE, grievance procedures, zero-tolerance policies, first aid, fire safety, machine safety, chemical handling, and waste handling. It also focuses on legal rights, non-discrimination, anti-harassment, and workers' rights & responsibilities, ensuring a safe and respectful work environment.	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of regulatory/ enforcement agencies/judicial institutions	Amount (in INR)	Brief of Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine Settlement Compounding Fee	NA	NA	0	NA	NA
	NA	NA	0	NA	NA
	NA	NA	0	NA	NA

Non-Monetary				
	NGRBC Principle	Name of regulatory/enforcement agencies/judicial institutions	Brief of Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA	NA	NA	NA
Punishment	NA	NA	NA	NA

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

PDS has Anti-Bribery and Anti-Corruption policies that apply to all personnel, including directors, employees (permanent, fixed-term, or temporary), consultants, contractors, sponsors, vendors, and others associated with the company and its subsidiaries. These policies clearly define individual responsibilities, identify potential risk scenarios, designate accountable parties, and establish reporting channels for any instances of bribery or corruption. <https://pdsltd.com/wp-content/uploads/2024/05/Anti-Bribery-and-Anti-Corruption-Policy.pdf>

5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 24-25 (Current Financial Year)		FY 23-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:

PDS has not encountered fines, penalties, or regulatory actions from authorities related to corruption or conflicts of interest during the year. The Company has comprehensive procedures detailed in its Anti-Bribery and Anti-Corruption Policy to handle any potential corruption issues. Furthermore, the Company has outlined procedures in its Employee Code of Conduct to address and manage instances of conflict of interest.

8. Number of days of accounts payables ((Accounts payable * 365) / Cost of goods/services procured) in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Number of days of accounts payables	50	53

9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0	0
	b. Number of trading houses where purchases are made from	0	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0	0
	b. Number of dealers / distributors to whom sales are made	0	0
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0	0
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.63%	0.31%
	b. Sales (Sales to related parties / Total Sales)	0.01%	0.04%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	11.78%	15.08%
	d. Investments (Investments in related parties / Total Investments made)	22.34%	24.17%

Note:

1. All procurement is directly from manufacturers and there are no intermediaries involved.
2. There are no dealers and distributors as all the sales are being done directly to the customers and retailers.
3. The Company has reassessed the classification and calculation of share of RPT in Purchases, Loans & advances and Investment. Accordingly, the figures for FY 23-24 have been restated for consistency.

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
38	Grievance Mechanism, Respect Program, Gender Equality/ Woman Empowerment, Transport Safety Requirements, way of working for sustainable development on Ethical Scope, Customers Code of conduct, Standard Operating Procedure, Ready-made Garments Sustainability Council (RSC) Escalation Protocol, Root Cause Analysis & Sustainable Corrective Action Plan, ASDA RS Program, Supplier Capacity Development Session on the Worldly (HIGG FEM 2024), Enhance Health and safety awareness and self-assessment skill for compliance and production management team, Update PDS guidance documents PDS Guidance Documents (minimum age, limited period contract employee, subcontracting), Facilitation Program on Updated Labor Law & Rules based on PDS Ethical Audit Performance Area, Integrating UN Global Compact (UNGC) 10 Principals with PDS Code of Conduct (CoC) & Due Diligence Process, Climate Action Training for the Fashion Industry, Knowledge sharing session on Electrical, Fire and Structural Safety based on BNBC, RSC & NIRAPON, Climate Action and PDS Expectations	93%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

PDS has implemented a Code of Conduct for its board members and senior management. This Code of Conduct identifies potential conflict-of-interest scenarios and outlines the reporting process for such incidents. Board members and senior management are mandated to annually submit a declaration to the secretarial team confirming their adherence to the Code of Conduct.

PRINCIPLE 2:

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	0	0	NA
CAPEX	0	0	NA

Note: No new R&D or tech-specific capex was incurred during the year. However, the Group continued to benefit from previously capitalized sustainability initiatives, including solar panel installations in Bangladesh and Sri Lanka, a biomass boiler using 95% in-house solid waste for steam generation, and a rainwater harvesting system in Sri Lanka.

- 2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes.

PDS has formalized its commitment to sustainable sourcing through the Sustainable Supply Chain and Responsible Sourcing (SSC RS) Policy, which guides suppliers in identifying, mitigating, and managing sustainability risks. The Company conducts regular internal audits to ensure adherence to the SSC RS Policy and the Suppliers Code of Conduct. PDS prioritizes materials certified by standards such as Oeko-Tex® STeP and Made in Green, and has transitioned its man-made cellulosic fiber (MMCF) sourcing to Canopy Hot Button "Green Shirt" suppliers, reinforcing its commitment to verified, environmentally responsible, and transparent sourcing practices.

Several subsidiaries within the Group have set sourcing targets aimed at increasing the use of sustainable and recycled materials, including Better Cotton, recycled polyester, and sustainable man-made cellulosic fibers. These targets are being pursued by entities such as Poeticgem, CSS, Good Earth Apparels, Grupo Sourcing, Krayons, Norlanka, PDS Asia Star, PDS Far East, PDS Fashions USA Ltd., Simple Approach, Sourcing Solutions, Spring Near East, Zamira, Progress Apparels, and Design Arc.

- 2. b. If yes, what percentage of inputs were sourced sustainably?**

While a consolidated Group-wide percentage is currently not reported, several PDS subsidiaries have adopted sourcing targets and are progressively increasing the use of sustainable materials such as Better Cotton, recycled polyester, and sustainable man-made cellulosic fibers. Data systems are being strengthened to enable more accurate tracking and aggregation of sustainable input percentages across entities.

- 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

PDS operates as a global supply chain solutions partner, providing tailored solutions across the entire value chain to brands and retailers worldwide. Since the Company is a B2B business, manufacturing and sourcing for brands and retailers, reclaiming the end products is not feasible as they will be sold under the respective customer's name.

However, PDS has implemented specific initiatives across subsidiaries to reduce plastic waste at source and promote circular recovery. At Sourcing Solutions, a complete ban on single-use polythene bags has eliminated associated plastic waste annually, reducing environmental footprint and marine pollution risks. Subsidiaries such as Krayons incorporate Repreve® polyester, made from recycled ocean-bound plastic bottles, into fabric blends—diverting waste from landfills and water bodies. In parallel, PDS Ventures supports Bloom Labs, which develops bioplastics from fibrous protein waste, enabling a scalable, bio-based alternative to traditional plastic inputs.

PDS is committed to enabling a circular economy across both production and product end-of-life. At Good Earth Apparels, cutting waste is collected, recycled into fibre, and woven into new fabrics—showcasing a closed-loop model. Norlanka's Centralised Cutting Plant, in partnership with Neptune Recyclers, improves material efficiency and ensures traceability of recycled output. Through PDS Ventures, the Group also invests in forward-looking platforms that extend product life.

- Upcycle Labs transforms unsold inventory into décor and store fittings.
- Evernu® regenerates cotton waste into renewable textiles

Loop and Style Theory facilitate the resale, swap, rental, and donation of clothing, reducing landfill loads and promoting responsible consumption.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

No. PDS does not use plastic packaging for any of its products manufactured in India.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No). If yes, provide the web-link.
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Currently, PDS does not conduct complete Product Life Cycle assessments. However, PDS's partnership with Carbon Trail, an AI-powered sustainability platform, automates carbon accounting and enhances accuracy through API integrations. The platform uses primary data and metrics like the Higg Index for detailed accounting, covering Scope 1, 2, and product-related emissions, as well as water and energy consumption. It supports life cycle assessments for five key SKUs, covering stages such as raw materials acquisition and pre-processing, main fabric manufacturing, fabric manufacturing waste end-of-life, main fabric transport, assembly, and product manufacturing waste end-of-life.

Additionally, since over 600 of its supply chain partners are members of the Higg Index under the Wordly platform, this partnership will help scale up the Carbon Trail initiative to more products. As Cascale members, these partners are required to submit data for their facilities, enabling the tracking of their impact on energy, waste, water, and chemical management.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product / Service	Description of the risk / concern	Action Taken
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In the apparel and textile industry, greenhouse gas (GHG) emissions are pervasive across the value chain, particularly during raw material production, fabric processing, and logistics. At PDS, early-stage assessments using the Carbon Trail platform have provided greater visibility into the environmental impact of select products across key lifecycle phases—including raw material extraction, pre-processing, transport, and manufacturing waste. While not a full ISO-based Life Cycle Assessment (LCA), the Carbon Trail pilot has enabled more accurate product-level emissions mapping using primary data, Higg Index benchmarks, and automated API integration. These insights are strengthening the Company's decarbonisation roadmap and support its long-term ambition of achieving Net Zero by 2050, aligned with UNFCCC targets.

Additionally, textile waste from cutting and post-consumer disposal has been identified as a material concern, given its environmental implications. PDS is mitigating this through circular initiatives such as fibre-to-fabric recycling at GoodEarth Apparels Limited, upcycling unsold inventory at Upcycle Labs, and supporting second-life distribution platforms through investments in Yellow Octopus and Loop. These actions are aimed at reducing end-of-life impact and extending product lifespan.

PDS also continues to build governance mechanisms around responsible sourcing and social compliance, reinforced through its Supplier Code of Conduct and capacity-building engagements such as its FY 2024–25 collaboration with the International Labour Organization (ILO). These efforts are intended to align value chain partners with evolving expectations around labour practices and environmental responsibility.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Fabric	33%	12%
Poly Bags	50%	9%
Hangers	31%	2%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Particulars	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	-	-	-	-	-	-
E-waste	-	-	-	-	-	-
Hazardous waste	-	-	-	-	-	-
Other waste	-	-	-	-	-	-

PDS is a B2B company, so reclaiming the end products is not feasible, as they are sold under the respective brand/retailer names. However, the company is actively involved in and promotes initiatives that support the circular economy and recycling.

PRINCIPLE 3:

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of Employees Covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
	PERMANENT EMPLOYEES										
Male	3,217	3,008	94%	2,823	88%	NA	NA	863	27%	907	28%
Female	1,114	748	67%	762	68%	1,110	100%	NA	NA	25	7%
Total	4,332	3,756	87%	3,585	83%	1,110	26%	863	20%	982	23%
	OTHER THAN PERMANENT EMPLOYEES										
Male	42	16	38%	19	45%	NA	NA	25	60%	0	0%
Female	52	29	56%	37	71%	48	92%	NA	NA	1	2%
Total	94	45	48%	56	60%	48	51%	25	27%	1	1%

1. b. Details of measures for the well-being of workers:

	% of Workers Covered by										
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
	PERMANENT WORKERS										
Male	1,212	1,159	96%	1,196	99%	NA	NA	69	6%	1,143	94%
Female	5,010	4,974	99%	4,996	99%	5,010	100%	NA	NA	4,960	99%
Total	6,222	6,133	99%	6,192	99%	5,010	81%	69	1%	6,103	98%
	OTHER THAN PERMANENT WORKERS										
Male	2	2	100%	0	0%	NA	NA	2	100%	0	0%
Female	0	0	0%	0	0%	0	0%	NA	NA	0	0%
Total	2	2	100%	0	0	0	0%	2	100%	0	0%

1. c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent in the following format –

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of total revenue of the company	0.19%	0.05%

Note- As per SEBI Circular dated December 20, 2024, the methodology for disclosing expenditure on employee and workers' well-being has been reassessed for FY 2024-25. The well being cost mentioned includes expenses for health and accident insurance, parental cost, medical expenses for employees and workers.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	9%	0%	Yes	8%	0%	Yes
Gratuity	10%	0%	Yes	10%	0%	Yes
ESI	1%	0%	Yes	1%	0%	Yes
Others – Please Specify	84%	100%	Yes	80%	100%	Yes

Note: 1) PF, Gratuity and ESIC data shown in the table above pertains to all Indian entities in PDS Group.

2) For all other Non-Indian companies, the retiral benefits are as per the respective laws of the land.

3. Accessibility of Workplaces – Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

PDS is committed to enhancing the inclusivity of its workforce by improving the accessibility of its manufacturing facilities and offices for differently-abled individuals. The Company is actively working to expand its presence and ensure equitable access to facilities and opportunities for all.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy:

Yes, PDS has put in place an Equal Opportunity Policy to prevent discrimination based on gender, sexual orientation, religion, race, colour, or disability. This policy requires all supervisors and managers uphold equal opportunities and ensure that all procedures and practices are free from of discrimination ([LINK](#))

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Male	100%	80%	NA	NA
Female	97%	93%	99%	37%
Total	98%	91%	99%	37%

Note: No male permanent worker availed paternity leave in the reporting period hence return to work and retention rate are zero.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers Other than Permanent Workers Permanent Employees Other than Permanent Employees	Yes. PDS has implemented a Grievance Redressal Policy to ensure fair, timely, and confidential resolution of concerns raised by employees, workers, and other stakeholders. Grievances can be submitted through the multilingual Ethics Hotline or via email, with the option to report anonymously. All grievances are routed directly to a Disciplinary Committee appointed by the Board, which initiates review within one week. Valid complaints are investigated, documented, and resolved within 60 days, with written communication of outcomes provided to the complainant. If unresolved, grievances may be escalated to the relevant department head. The Company also provides mandatory training to employees and ensures the policy is accessible across internal and public platforms. Confidentiality and protection from retaliation are ensured throughout the process.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Benefits	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
	Total Permanent Employees					
Male	While PDS does not have any formally recognized employee associations or unions at the Group level, the Company does not place any restrictions on freedom of association, as stated in its Code of Conduct. In alignment with international human rights principles, all employees are free to voluntarily join trade unions, associations, or representative bodies of their choice, without fear of retaliation or discrimination.					
Female						
	Total Permanent Workers					
Male	PDS does not have any recognized associations or Unions. PDS does not impose any restrictions, and workers are free to join any associations or unions of their choice.					
Female						

8. Details of training given to employees and workers:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	On Health & Safety Measures		On Skill Upgradation		Total (D)	On Health & Safety Measures		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
	EMPLOYEES									
Male	3,259	399	12%	1,848	57%	3,091	206	7%	2,409	78%
Female	1,166	1,166	100%	815	70%	1,127	68	6%	1,103	98%
Total	4,425	1,565	35%	2,663	60%	4,218	274	6%	3,512	83%
	WORKERS									
Male	1,214	500	41%	0	0%	1,211	608	50%	158	13%
Female	5,010	2,449	49%	0	0%	4,794	3,683	77%	639	13%
Total	6,224	2,949	47%	0	0%	6,005	4,291	71%	797	13%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
EMPLOYEES						
Male	3,259	2,177	67%	3,091	2,678	87%
Female	1,166	705	60%	1,127	925	82%
Total	4,425	2,882	65%	4,218	3,603	85%
WORKERS						
Male	1,214	863	69%	1,211	743	61%
Female	5,010	3,010	60%	4,794	3,692	77%
Total	6,224	3,846	62%	6,005	4,435	74%

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?
- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

PDS employs a systematic approach to identify work-related hazards, which includes the following steps:

Hazard Identification: The first step involves identifying workplace hazards through methods such as workplace inspections, job hazard analysis, and review of incident reports.

Risk Assessment: After identifying hazards, the next step is to assess the risks associated with each hazard by evaluating the likelihood and severity of potential harm or injury.

Controls: Following risk assessment, PDS develops and implements controls to eliminate or minimize the risks. This includes reviewing existing controls for efficiency and devising new controls such as engineering controls, administrative controls, or the use of personal protective equipment (PPE).

Monitoring and Review: Regular monitoring and review of hazard controls are conducted to ensure their effectiveness and to identify any new hazards. This is achieved through workplace inspections, audits, or incident investigations.

Additionally, PDS has established multiple communication channels to enable employees and workers to report work-related hazards. These include direct reporting to designated safety officers, supervisors, or line managers at manufacturing sites.

Workers may also escalate concerns to the human resources or production teams. Furthermore, the Company provides access to a confidential Ethics Hotline, ensuring that all stakeholders can report potential hazards or unsafe conditions without fear of retaliation.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, PDS has trained its employees and workers to use various communication channels to report work-related hazards:

Reporting to Designated Person: Each of PDS's manufacturing facilities has a safety officer, supervisor, or manager assigned to identify and resolve potential hazards. Workers can report hazards directly to these designated individuals.

Reporting to HR or Production Team: Workers also have the option to report hazards to the human resources department or the production team, who then coordinate with the designated person to address the hazard.

Whistleblowing Hotline: PDS has an Ethics Global Hotline Platform - <https://pds ltd.com/ethics-hotline/> where anonymous complaints can be lodged. Additionally, some partner factories have an industry hotline number for workers to report hazards.

Grievance Box: Workers can submit a grievance to their employer if they believe a work-related hazard has not been properly addressed. This can be done by submitting a written grievance or utilizing a grievance box for submitting the same.

- d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

PDS's manufacturing facilities are equipped with on-site medical officers and medical centers, ensuring that employees and workers have convenient access to comprehensive non-occupational medical and healthcare services. These facilities offer routine checkups, preventive care, and treatment for illnesses or injuries unrelated to work. The majority of employees are covered by a group medical insurance policy managed by the respective entities within the PDS Group.

11. Details of safety related incidents, in the following format:

Safety Incident / Injury	Category*	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	1.15	0
	Workers	1.51	2.24
Total recordable work-related injuries	Employees	3	0
	Workers	36	36
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

Note: For the above disclosure the reporting boundary includes three own manufacturing units along with the central cutting plant.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

The Company ensures a safe and healthy workplace by undertaking the following measures:

- Regular safety and health training sessions
- Enforcement of safety protocols and policies
- Routine inspections and audits
- Provision of adequate personal protective equipment (PPE)

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	28	0	NA	13	0	NA
Health & Safety	0	0		36	0	

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*
Health & Safety Practices	100%
Working Conditions	100%

*All manufacturing Facilities covered.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

PDS conducts routine safety procedure reviews at its manufacturing units. Identified issues are promptly resolved with the support of on-site safety personnel.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes.

Yes, life insurance is provided to the majority of employees

Yes, All workers are covered under the life insurance policy.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

PDS does not take any measures to verify whether statutory dues have been deducted and deposited by its value chain partners.

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Indicate input material	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

At present, PDS does not offer any transitional assistance programs.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health & Safety Practices	93%
Working Conditions	93%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners

PDS conducts regular social compliance audits, either planned or unannounced, to ensure compliance with legal and customer standards. The audit team identifies significant risks and develops a corrective action plan for the facility. The facility is responsible for demonstrating improvement according to the established timeline, which is monitored closely. In cases of repetitive serious violations or failure to meet required standards, the facility is issued a warning letter initially, followed by a termination notice if no progress is observed.

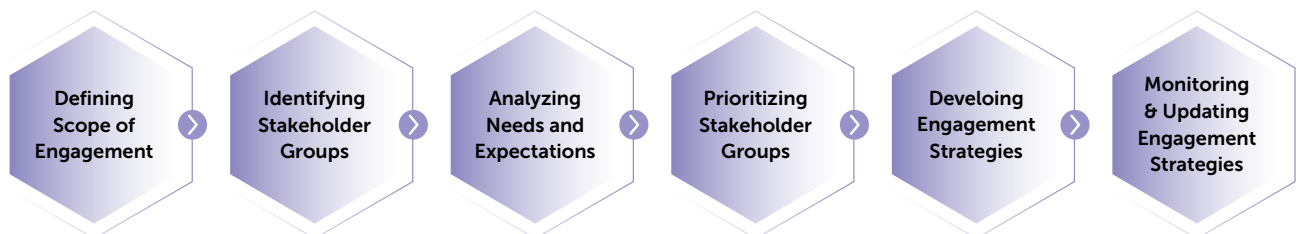
PRINCIPLE 4:

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity

PDS's stakeholders are essential partners in the value creation journey. PDS defines stakeholders as individuals, groups, or institutions impacted by its business activities. Engaging with stakeholders enables PDS to share the vision and purpose, while also incorporating their concerns into the decision-making processes. PDS employs a systematic approach to identifying stakeholders, including those impacted by the Company's products and services. This process includes:



2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government and Regulatory Authorities	No	<ul style="list-style-type: none"> Industry Associations/ Forums Corporate Presentations/ Reports Written/Email Communication Briefings and Direct Meetings 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Ensuring Regulatory Compliance Advocacy of policies that promote sustainability <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Compliance monitoring and reporting Policies Regulations related to Product Safety and Quality Labor-related Regulations Environmental, Social, and Governance (ESG) issues related to the apparel industry

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and Workers	No	<ul style="list-style-type: none"> Team Meetings Email Communication Employee Survey Trainings Orientation/ Induction Programme Town Halls Learning Initiatives Annual Performance Reviews Rewards and Recognition Exit Interviews 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Collaboration Employee wellbeing Improving Operational Efficiency <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Organisational Strategy, Vision, Policies, and Procedures Compensation and Benefits Work-life balance Career development opportunities Training programs Employee programs Diversity, Equality, and Inclusion initiatives Workplace Health and Safety Organisational Strategy, Vision, Policies, and Procedures
Customers	No	<ul style="list-style-type: none"> Customer Meets Personal/Telephonic Interactions Media Campaigns and Advertising Knowledge Seminars and Events Digital Platforms Social Media Feedback Surveys Email Communication 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Understanding customer needs, preferences, and expectations Customer feedback Impact of products and services <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Product pricing Innovative Products and solutions Product delivery options Sustainable practices and initiatives
Suppliers	No	<ul style="list-style-type: none"> Visits and Personal/ Telephonic Interactions Supplier Onboarding Sessions Trainings Email Communication 	Continuous	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Quality of products provided by suppliers Supplier's pricing structure Supplier's capacity and delivery capabilities Contingency plans in case of delays or disruptions Supplier assessments <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Supplier's quality control procedures Product delivery timeframe Compliance with laws and regulations Supplier assessments of environmental and ethical standards

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors and Shareholders	No	<ul style="list-style-type: none"> Annual Report and Sustainability Report Annual General Meeting Conferences, Seminars Investor Meets Investor Presentations Website Email Communication Media Releases 	Quarterly	<p>Purpose and scope of engagement</p> <ul style="list-style-type: none"> Addressing their concerns and inquiries Discussing the Company's financial performance Exploring Corporate Strategy and Governance Reviewing Sustainability Practices <p>Key topics raised during the engagement</p> <ul style="list-style-type: none"> Company's financial results, Year on Year performance Corporate strategy updates Innovation and key investments Governance including board composition Sustainability practices, including the Company's approach to ESG issues and human rights policies

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

PDS's interaction with stakeholders is managed by department heads and business vertical heads. The Company has a dedicated Stakeholders' Relationship Committee tasked with overseeing all stakeholder communications. In addition to board committees, PDS has a team of industry experts who engage directly with the board on compliance, environmental, and social matters. Feedback and discussions from stakeholders undergo internal review by the respective Committees before being communicated to the Board.

2. Whether stakeholder consultation is used to support the identification and management of environmental and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Stakeholder consultation is integral to PDS for identifying and managing environmental and social issues. Through these engagements, PDS identifies areas with significant environmental and social impacts. The outcomes are deliberated with senior leadership and the board, informing PDS's ESG strategy. Sustainability and community initiatives at PDS are shaped by these stakeholder interactions, with comprehensive details accessible on the Company's website.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

PDS Limited recognises the unique challenges faced by marginalised communities, particularly underserved children, low-income women, and factory workers in developing regions. To address these concerns, the Company has implemented targeted initiatives across its global value chain, combining education, livelihood generation, and community wellbeing.

In India, the Soham for Kids Education Society in Mallapur, Hyderabad, supports over 200 children from low-income families with free primary education, nutritious meals, health check-ups, and learning resources. The initiative also provides skills training in tailoring and IT to parents, promoting income diversification and intergenerational upliftment.

In Bangladesh, Soham for All—backed by Design Arc, Hope Foundation, and Matalan—extends this model by offering Bengali-medium education, English literacy, and computer skills to children of garment factory workers in Dhaka's Savar region. The programme includes vocational training in industrial sewing for young adults and women, thereby enhancing employability and self-sufficiency.

In Sri Lanka, Norlanka supports educational inclusion through the SIP Arunella scholarship programme, which trained over 50 students for the Grade 5 examination. Additionally, Norlanka donated \$6,000 worth of school stationery to primary and secondary schools in Trincomalee, improving learning environments for

underprivileged students. The unit also distributed 45 thermal jackets for infants lacking access to conventional healthcare.

In Hong Kong, PDS's subsidiary Simple Approach collaborated with CSF to establish a multi-purpose community clubhouse in Sham Shui Po, benefitting 72 families with access to therapy, educational support, and daily care services in a safe environment.

On the women empowerment front, Spring Near East in Turkey partnered with the Women's Solidarity Foundation (KADAV) to transform 300 kg of surplus factory fabric into 1,000 upcycled tote bags, empowering local women artisans through training and dignified work. In Bangladesh, Poeticgem partnered with the Abinta Kabir

Foundation to improve educational access and holistic development for girls.

Furthering workplace wellbeing, Good Earth Apparels operates the Apon Fair Shop within its Bangladesh factory premises. The initiative provides discounted access to essential goods and hygiene products—particularly benefiting women employees—thus easing household financial pressure and improving quality of life.

Together, these initiatives exemplify PDS's commitment to inclusive development by responding to the distinct needs of vulnerable groups across its operating geographies, using education, economic opportunity, and healthcare access as key levers for empowerment.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
EMPLOYEES						
Permanent	4,331	3,829	88%	4,151	1,215	29%
Other than Permanent	94	3	3%	67	0 %	0%
Total Employees	4,425	3,832	87%	4,218	1,215	29%
WORKERS						
Permanent	6,222	6,222	100%	5,992	5,561	93%
Other than Permanent	2	0	0%	13	0	0%
Total Workers	6,224	6,222	100%	6,005	5,561	93%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
	EMPLOYEES									
Permanent										
Male	3,217	1	0.1%	3,206	99%	3,059	2	0%	1,905	62%
Female	1,114	0	0%	1,106	99%	1,092	0	0%	995	91%
Other than Permanent										
Male	42	0	0%	40	95%	32	0	0%	28	88%
Female	52	0	0%	42	81%	35	1	3%	34	97%
	WORKERS									
Permanent										
Male	1,212	28	2%	1,184	98%	1,206	52	4%	1,154	96%
Female	5,010	55	1%	4,955	99%	4,786	382	8%	4,404	92%
Other than Permanent										
Male	2	0	0%	2	100%	5	0	0%	5	100%
Female	0	0	0%	0	0%	8	0	0%	8	100%

Note: PDS ensures payment of minimum wages to all employees and workers in countries where such laws are applicable. When the reported coverage is below 100% for employees, it reflects that certain countries in the reporting boundary do not have minimum wage law in place.

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

	Male		Female	
	Number	Median Remuneration / Salary / Wages of respective category	Number	Median Remuneration / Salary / Wages of respective category
Board of Directors (BoD)	7	42,28,470	3	50,74,164
Key Managerial Personnel	3	1,87,92,000	0	0
Employees other than BoD and KMP	4,255	4,79,512	1,596	2,175,355
Workers	1,717	1,22,870	7,596	1,21,091

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Gross wages paid to females as % of total wages	48%	47%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, PDS has a comprehensive process and grievance redressal mechanism for human rights outlined in its Human Rights Policy. Employees and workers can raise grievances using Ethics Global Hotline Platform, an independent tool provided by the company. Grievances submitted through Ethics Global Hotline Platform are reviewed by the Vigilance Officer/ Ombudsman and then presented to the Board for disciplinary action.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

PDS has implemented a formal Grievance Redressal Policy that covers all stakeholders, including employees, workers, and supply chain partners, and explicitly addresses issues related to human rights violations. Grievances can be submitted through the Ethics Hotline (<https://pdsLtd.com/ethics-hotline/>) or via email, with the option to remain anonymous.

All complaints are routed directly to a Disciplinary Committee appointed by the Board, which initiates a review within one week. Valid complaints are investigated, documented, and resolved within 60 days, with outcomes communicated to the complainant. Escalation mechanisms and protection against retaliation are built into the process. Mandatory training on grievance protocols is provided to relevant employees, and the policy is publicly accessible.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	0	0	NA	1	0	NA
Discrimination at workplace	0	0		1	0	
Child Labour	0	0		0	0	
Forced Labour/ Involuntary Labour	0	0		0	0	
Wages	1	0		1	0	
Other human rights related issues	0	0		1	0	

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	1
Complaints on POSH as a % of female employees / workers	0	0.02%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

PDS has a comprehensive Human Rights Policy that addresses the following areas:

- a. Equal opportunity and non-discrimination
- b. Healthy and safe working environment
- c. Harassment-free workplace
- d. Freedom of association
- e. Inclusive workplace
- f. Prohibition of child labor and forced labor
- g. Human rights assessments

Any complaints regarding discrimination and harassment from employees or workers will be diligently investigated and resolved, ensuring that the complainant is protected from any form of retaliation.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, human rights requirements are integral components in PDS's business agreements and contracts with all vendors. PDS has established a Supplier's Code of Conduct rooted in values and standards derived from the declaration of core conventions. The Company maintains a zero-tolerance against violations policy towards violations including:

- Child labor
- Forced labor
- Discrimination
- Workplace harassment and abuse
- Unauthorised subcontracting
- Denial of access to auditors for factory tours, worker interviews, or document reviews
- Sharing buildings with shops/markets, residences, or other owners, or buildings with hazardous processes
- Use of factory buildings not approved for industrial purposes.
- Any unethical practices, such as bribery, to facilitate processes.

Violations of these standards will result in strict action by the PDS Group.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*
Child Labor	
Forced Labor/Involuntary Labor	
Sexual Harassment	
Discrimination at workplace	100%
Wages	
Other human rights related issues	

* All Manufacturing facilities are covered.

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

PDS upholds a Zero Tolerance against Violations policy and conducts assessments during the onboarding of any vendor facility. Additionally, the company performs periodic assessments, at least twice annually. Any violations discovered prompt the implementation of a corrective action plan, while repeated serious violations may lead to termination.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.

No business processes need to be modified or introduced as a result of addressing human rights grievances/complaints.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Key elements of the Company's vendor onboarding process, is assessing vendors for compliance with human rights issues and maintaining a Zero Tolerance Policy towards any violations. Vendors are evaluated on practices such as bonded labor, fair pay without illegal deductions, child labor, discrimination and harassment, safe and clean working conditions, excessive working hours, and the freedom of association for workers. Additionally regular development visits are conducted by compliance teams across both within PDS facilities and Value Chain facilities to mitigate any concerns. PDS also regularly conducts third party audits of both it's own and partner facilities.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

PDS has a limited number of employees who are differently abled. Since all of PDS's offices in India are located in rented facilities, modifying office infrastructure for differently abled individuals presents challenges. However, PDS ensures that all necessary support is provided to its differently abled employees and visitors.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	93% of Value chain partners were assessed.
Discrimination at workplace	
Child Labor	
Forced Labor/Involuntary Labor	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

There were no significant risks that necessitated major corrective actions. Nonetheless, PDS conducts planned or unannounced social compliance audits periodically to uphold legal and customer standards. The audit team identifies significant risks and formulates a corrective action plan for the facility. The facility must demonstrate progress according to this plan. In cases of repeated serious violations or failure to meet required standards, the facility is issued a warning letter initially, followed by a termination notice if no improvement is seen.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
From renewable sources (GJ)		
Total electricity consumption (A)	3,064.62	1,805.43
Total fuel consumption (B)	0	0
Energy consumption through other sources	0	0
Total energy consumption from renewable sources (A+B+C)	3,064.62	1,805.43
From non-renewable sources (GJ)		
Total electricity consumption (D) ⁽ⁱⁱⁱ⁾	37,293.55	33,916.23
Total fuel consumption (E) ⁽ⁱⁱⁱ⁾	14,732.26	12,057.40
Energy consumption through other sources (F)	33,774.46	39,841.19
Total energy consumption from non-renewable sources (D+E+F) (GJ)	85,800.27	85,814.82
Total energy consumption (A+B+C+D+E+F) (GJ)	88,864.89	87,620.25
Turnover (₹ in Lakhs)	12,57,798.85	10,37,264.96
Energy intensity per rupee of turnover (Total energy consumption / revenue from operations) (GJ/ ₹)	0.00000071	0.00000084
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) (GJ/ ₹ adjusted for PPP) ^(iv)	0.00001455	0.00001892
Energy intensity in terms of physical Output ^(v)	8.34	8.57

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the Business Responsibility and Sustainability Report (BRSR) for FY 2024-25.

Note:

FY2024-25

- The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally (more than 90% of headcounts in offices are covered in disclosure).
- Some of the Company's offices are located in rented/leased premises where PDS pays a consolidated amount towards rent & utilities hence certain usage related data is not available. In such cases, the electricity consumption is estimated based on Energy performance Index (EPI) based methodology in the respective geographies.
- Fuel consumption is accounted for only company-owned assets under operational control.
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF - for India. For the years ended March 31, 2025 and March 31, 2024, it is 20.66 and 22.40, respectively.
- For the output-based intensity, the Full Time Equivalent (FTE) is considered (employees & workers).

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

PDS does not have any sites or facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme established by the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	42,165.00	37,347.00

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
(iii) Third party water	1,55,733.04	1,45,146.80
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)^(iii & iii)	1,97,898.04	1,82,493.80
Total volume of water consumption (in kiloliters)^(iv & v)	1,58,378.75	1,56,673.86
Turnover (₹ in Lakhs)	12,57,798.85	10,37,264.96
Water intensity per rupee of turnover (Total water consumption/ revenue from operations) (KL/ ₹)	0.00000126	0.00000151
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP) (KL/ ₹ adjusted to PPP) ^(vi)	0.00002601	0.00003383
Water intensity in terms of physical Output^(vii)	14.87	15.32

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2024-25.

Note:

FY2024-25

- The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- Water usage at office locations was for domestic purposes only.
- Water withdrawal for office locations has been computed based on estimates derived from the location-wise head count and calculated on a per capita basis under third party water.
- The domestic water consumption has been assumed to equal water withdrawn for domestic purposes across office locations (oversees), central cutting plant and Progress Apparels (Bangladesh) Ltd.
- Other than that, water consumption has been calculated as the difference between total water withdrawal and total water discharge, due to available water discharge-related data at Nor Lanka Manufacturing Colombo Limit, GoodEarth Apparels Limited and Progress Apparels (Bangladesh) Ltd.(industrial water).
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF - for India. For the years ended March 31, 2025 and March 31, 2024, it is 20.66 and 22.40, respectively.
- For the output-based intensity, the Full Time Equivalent (FTE) is considered (employees & workers).

4. Provide the following details related to water discharged:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water		
- No treatment	0	0
- With treatment (Secondary Treatment)	7,931.69	4,316.16
- With treatment (Tertiary Treatment)	19,431.00	10,281.60
(ii) To Groundwater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iii) To Seawater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties		
- No treatment	4,098.60	3,886.20
- With treatment (Secondary treatment)	8,058.00	7,336.00
(v) Others		
- No treatment	0	0
- With treatment – through soak pit	0	0
Total water discharged (in kiloliters)	39,519.29	25,819.96

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2024-25.

Note:

FY2024-25

- The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- The domestic water consumption has been assumed to equal water withdrawn for domestic purposes across office locations (oversees), central cutting plant and Progress Apparels (Bangladesh) Ltd. and therefore domestic water discharge for these facilities is zero.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

PDS has implemented treatment facilities across all the manufacturing sites to adhere to the treated effluent standards set by the Government Authority. At the primary manufacturing locations, PDS aim to maximize the recycling of treated effluent.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please Specify Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
NOx	Ton	9.31	8.13
SOx	Ton	0.65	0.52
Particulate matter (PM)	Ton	0.67	0.66
Persistent organic pollutants (POP)	Ton	0	0
Volatile organic compounds (VOC)	Ton	0	0
Hazardous air pollutants (HAP)	Ton	0	0
Others – please specify (CO)	Ton	3.46	4.19

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

Note:

FY 2024-25

- The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- Air Emissions are assessed using the EPA methodology across all manufacturing entities and office locations, except for the PABL unit where actual emission data from a third party were utilized.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Please Specify Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) ⁽ⁱⁱ⁾	Metric Tonnes of CO ₂ equivalent	8,735.14	8,287.31*
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric Tonnes of CO ₂ equivalent	5,640.97	4,533.56
Turnover (₹ in Lakhs)		12,57,798.85	10,37,264.96
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric Tonnes of CO ₂ equivalent / Revenue from operations (₹)	0.000000114	0.000000124
Total Scope 1 and Scope 2 emissions per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) ⁽ⁱⁱⁱ⁾	Metric Tonnes of CO ₂ equivalent / ₹ Revenue from operations adjusted for PPP	0.000002354	0.00000277
Total Scope 1 and Scope 2 emission intensity in terms of physical output ^(iv)		1.35	1.25

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2024-25.

Note:

FY 2024-25

- The disclosure covers three manufacturing units along with the central cutting plant and PDS offices globally.
- Scope 1 Emissions data for the previous reporting year have been restated to reflect the updated emission factor applied to jute/fabric waste used as fuel in boiler in Progress Apparels (Bangladesh) limited.
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF - for India. For the years ended March 31, 2025 and March 31, 2024, it is 20.66 and 22.40, respectively.
- For the output-based intensity, the Full Time Equivalent (FTE) is considered (employees & workers).
- The emissions factor for stationary and fugitive emission is sourced from the IPCC Reports and for mobile emission it is sourced from DEFRA. The emission factor for Scope 2 emission is sourced from Central Electricity Authority for India and country-specific emission factors for other countries. GWP is sourced from IPCC Sixth Assessment Report.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes. PDS has advanced its decarbonisation agenda through a blend of on-ground initiatives and innovation-led interventions. Guided by its sustainability pillar "Reduce Emissions," the Company monitors Scope 1 and 2 emissions from owned factories and offices. In FY 2024-25, solar PV systems at Good Earth Apparels and Norlanka Manufacturing generated over 1.6 million kWh and avoiding 987.46 tCO₂e. In parallel, PDS restored 700+ mangrove plants in Sri Lanka, sequestering over 215,600 kg CO₂e to date as part of its nature-based mitigation strategy.

At Progress Apparels (Bangladesh) Limited, the installation of an in-house wash plant has significantly reduced emissions associated with external transport. In parallel, the Company has piloted the Carbon Trail platform across five SKUs, enabling life cycle assessments by automating product-level emissions tracking and identifying high-impact processes such as spinning, knitting, and transport. Additionally, PDS promotes the adoption of Higg Facility Environmental Module (Higg FEM) among its manufacturing partners, facilitating structured assessments of environmental impacts including emissions enhancing transparency and accountability within the supply chain.

The Company has formally committed to the Science Based Targets initiative (SBTi) and is currently developing science-aligned emissions targets through cross-functional stakeholder engagement and internal reviews. To address emissions from logistics and business travel, Poeticgem has adopted Sustainable Aviation Fuel (SAF) and partnered with Coco Travel and DHL for VCS-certified carbon offsetting. Emissions data is SGS-verified, with training integrated for relevant teams.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Waste generated (in metric tons)		
Plastic waste (A)	36.47	28.85
E-waste (B)	0.26	0.45
Bio-medical waste (C)	0.03	0.02
Construction and demolition waste (D)	0	0
Battery waste (E)	1.70	1.90
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	1.74	1.05
- Machine Oil	0.60	0.31
- Chemical Drums	0.36	0.38
- ETP Sludge	0.64	0.36
- Ink cartridge	0.14	0
Other Non-hazardous waste generated (H) Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	1,142.48	1,002.02
- Food Waste	48.80	43.71
- Jute/Fabric	813.88	683.36
- Cardboard/Paper/Carton	231.23	181.54
- Mixed waste including empty thread cones, iron & Tin and broken needle	48.57	93.32
Total (A + B + C + D + E + F + G + H)	1,182.68	1,034.42
Turnover (₹ in Lakhs)	12,57,798.85	10,37,264.96
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) (MT/₹)	0.000000009	0.000000010
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) (MT/ ₹ adjusted to PPP)(iv)	0.000000194	0.000000223
Waste intensity in terms of physical output(v)	0.11	0.10
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of Waste		
(i) Recycled	247.00	163.205
(ii) Re-used	34.61	27.46
(iii) Other recovery operations	0	0
Total	281.61	190.67

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Recycled, re-used, recovered waste intensity (Waste recycled, re-used, recovered /Total waste generated)	0.24	0.18
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of Waste		
(i) Incineration	231.13	250.78
(ii) Landfilling	33.48	19.00
(iii) Other disposal operations	636.46	573.88
Total	901.07	843.75
Incinerated, landfill, disposed waste intensity (Waste incinerated, landfill, disposed /Total waste generated)	0.76	0.81

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP has carried out an independent assurance of the selected non-financial disclosures presented in the BRSR for FY 2024-25.

Note:

FY 2024-25

- The disclosure covers three manufacturing units along with the central cutting plant and Norlanka Head Office.
- For current disclosures, it is assumed that total waste generated is equal to total waste disposed.
- Head office of Nor Lanka Manufacturing Colombo Limited has started to collect data from Q3 onward hence, waste disposal is assumed as zero for Q1 and Q2.
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF - for India. For the years ended March 31, 2025 and March 31, 2024, it is 20.66 and 22.40, respectively.
- For the output-based intensity, the Full Time Equivalent (FTE) is considered (employees & workers).

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

PDS manages waste across its manufacturing facilities in compliance with local environmental regulations, guided by documented Standard Operating Procedures (SOPs) that cover waste segregation, handling, storage, and disposal. At its Bangladesh facility, PDS operates a Waste-to-Energy boiler that converts jute waste into thermal energy, reducing reliance on conventional fuels. In Sri Lanka, Norlanka Manufacturing has implemented centralized cutting systems to minimize fabric waste and collaborates with Neptune Recyclers to ensure traceable recycling processes.

To reduce the use of hazardous chemicals, PDS has adopted a Chemical Policy aligned with the Zero Discharge of Hazardous Chemicals (ZDHC) Manufacturing Restricted Substances List (MRSL) and the Roadmap to Zero Programme. The company mandates that its wet processing units participate in ZDHC's Supplier to Zero program and conduct wastewater testing in accordance with MRSL standards. Chemical inventory transparency is maintained through platforms like Clean Chain, Bhive, or BVe3. Additionally, PDS prioritizes the use of Oeko-Tex®-certified materials and invests in sustainable dyeing technologies, such as Colorifix's bio-based dyeing and Nature Coatings' FSC-certified pigments, to further minimize environmental impact.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
PDS does not have any operations/offices in/around ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
There are no projects undertaken by PDS in FY 2024-25 that attract Environmental Impact Assessments.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the noncompliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes, PDS is compliant with all applicable environmental law/ regulations/ guidelines in India as well as the respective countries of the manufacturing facility.				

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):

For each facility / plant located in areas of water stress, provide the following information:	
(i) Name of the area	NA
(ii) Nature of operations	NA
(iii) Water withdrawal, consumption and discharge in the following format:	
There is no water withdrawal, consumption and discharge in areas of water stress.	

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Nil

Note: The Company has initiated reporting its Scope 3 emissions, covering 10 out of the 15 categories outlined in the GHG Protocol. These disclosures are expected to be included in the Group Sustainability Report 2025.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

PDS does not have any operations/offices in/around ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Progress Apparels- Boiler Burner Tuning	Optimizing the combustion process for safe and efficient operation, ensuring the correct balance of fuel and air for optimal heat/steam production	Improved energy efficiency; reduced greenhouse gas emissions.
2	In-House Wash Plant at Progress Apparels	Progress Apparels set up an in-house wash plant to reduce emissions from off-site fabric washing and associated transport.	Reduced logistics-related emissions and improved operational efficiency.
3	Carbon Trail Platform Implementation	Piloted Carbon Trail for automated product-level carbon footprint tracking across five SKUs, identifying high-emission stages in the product lifecycle.	Enabled targeted emissions reduction strategies in spinning, knitting, and transport stages.
4	Adoption of Sustainable Aviation Fuel (SAF)	Poeticgem partnered with DHL and Coco Travel for SAF adoption and VCS-certified carbon offsetting, verified by SGS.	Reduced emissions in cargo and business travel; enhanced climate accountability.
5	Good Earth Apparels – Cutting Waste Circularity Initiative	Repurposed cutting waste into fiber, spun into yarn and woven into fabric, creating new sustainable textiles within the factory itself.	Reduced waste sent to landfill; advanced circular production model.
6	Upcycling Fabric Waste at Spring Near East	Transformed 300 kg of fabric waste into 1,000 tote bags in collaboration with local women artisans in Turkey	Reduced landfill waste, empowered women, and promoted circular economy practices

Sr. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
7	Ozone Technology and Water-Efficient Processes at Zamira	Implemented patented ozone-based denim finishing technology and fabric selection to reduce chemical use and water discharge at Zamira Denim Innovation	Advanced water conservation and elimination of sodium hypochlorite; reduced chemical discharge
8	Use of Repreve Recycled Polyester at Krayons	Integrated Repreve polyester made from recycled ocean plastic bottles into fabric blends, promoting waste diversion and ocean conservation.	Contributed to plastic waste reduction and sustainable material innovation
9	Launch of solar power plant at GoodEarth Apparels Limited, Bangladesh	Installation of solar plant with capacity of One megawatt (MWh) of renewable green energy generation	Generated over 1 million kWh, reducing 634.89 tCO ₂ e GHG emission
10	Mangrove Restoration project at Sri Lanka	A mangrove Restoration was initiated with the University of Kelaniya.	The main objective of the program was supporting the community and biodiversity.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

PDS has established comprehensive protocols for Business Continuity and Disaster Recovery, addressing specific aspects within its IT and Risk Management Policies. Under the IT Policy, Business Continuity and Disaster Recovery for Information Security are detailed, with annual testing of the Business Continuity plan incorporating information security requirements.

The Risk Management Policy encompasses a broader spectrum of risks, including financial, operational, sectoral, sustainability, information, and cyber security risks. PDS employs methodologies, processes, and systems to effectively identify, monitor, evaluate, and mitigate these risks. Furthermore, PDS has implemented a dedicated disaster recovery plan tailored specifically for its SAP Production infrastructure, ensuring resilience in critical business operations. The IT Policy link can be found here: [\(link\)](#)

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

PDS assesses its value chain partners for different environmental and social parameters. The manufacturing facilities in Bangladesh and Sri Lanka conduct annual audits of suppliers for these factors. There have been no significant adverse environmental impacts identified from the value chain partners.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

93% of value chain partner were assessed for environmental impacts.

8. How many Green Credits have been generated or procured:

a. By the listed entity - Nil

b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners - Nil

PRINCIPLE 7:

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**
PDS is affiliated to 3 industry chambers/associations.
1. b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S.No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers / associations (State/National)
1.	Cascale (formerly Sustainable Apparel Coalition)	International
2.	UN Global Compact	International
3.	American Apparel & Footwear Association	International

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of Authority	Brief of the Case	Corrective Action Taken
NA	NA	NA

There were no adverse orders from regulatory authorities related to anti-competitive conduct by the entity.

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

S.No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
-	-	-	-	-	-

The company is actively involved in promoting sustainability and ethical business practices through its membership. PDS is a member of the Sustainable Apparel Coalition, an industry-wide group focused on reducing the environmental and social impacts of apparel and footwear products globally. Additionally, PDS participates in the UN Global Compact, a voluntary initiative where the Company commit to implementing universal sustainability principles and supporting UN goals. These memberships reflect PDS's commitment to sustainability and corporate responsibility. Furthermore, PDS was the fashion sponsor for BHARAT TEX 2024, a global textile mega event organized by a consortium of 11 Textile Export Promotion Councils and supported by the Ministry of Textiles. BHARAT TEX 2024 promoted the growth and development of the Indian textile industry, highlighting innovations, sustainable practices, and the global competitiveness of Indian textiles.

PRINCIPLE 8:

Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name & Brief Details of Project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
-	-	-	-	-	-

During the FY 2024-25, PDS did not undertake any projects in India that necessitated Social Impact Assessments.

2. **Provide information on project (s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
-	-	-	-	-	-	-

PDS has not engaged in any Rehabilitation and Resettlement (R&R) activities, as none of its activities directly or indirectly required such measures.

3. Describe the mechanisms to receive and redress grievances of the community.

PDS has a Grievance Redressal Policy that outlines a mechanism for addressing grievances from all stakeholders and is available on the Company website. Stakeholders can raise grievances through the independent Ethics Global Hotline Platform. These grievances are then forwarded directly to a Reviewing Authority appointed by the PDS board. The Authority follows an established system and process to investigate, take action, and resolve issues, ensuring protection for the complainant against any form of retaliation.

Stakeholders can register complaints through the following channels:

Ethics Hotline- <https://pdsdtd.com/ethics-hotline> / and whistleblower@pdsdtd.com

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	1.84%	1.39%
Directly from within India	6.32%	5.84%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Rural	0	0
Semi-Urban	0	0
Urban	58%	1%
Metropolitan	42%	8%

Note - Based on the SEBI Circular dated December 20, 2024 for the current financial year locations 2024-25, PDS has considered wages paid to employees/workers located within India as the denominator for this KPI.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NA	-

During the FY 2024-25, there were no projects undertaken by PDS in India that required Social Impact Assessments.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (in INR)
-	-	-	-

PDS does not have any CSR projects in the designated aspirational districts identified by government bodies. However, the Company has undertaken CSR projects in Mallapur, Hyderabad (India).

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No, PDS does not have a preferential procurement policy that prioritizes purchasing from suppliers consisting of marginalized or vulnerable groups.

(b) From which marginalized / vulnerable groups do you procure?

NA

(c) What percentage of total procurement (by value) does it constitute?

NA

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S.No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
NA	NA	-	-	-

PDS has not owned or acquired any intellectual property rights based on traditional knowledge in the current financial year.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of Authority	Brief of the case	Corrective Action Taken
NA	NA	NA

6. Details of beneficiaries of CSR Projects:

S.No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Promotion of education for underprivileged and orphaned children, and vocational training to their parents. Soham For Kids Education Society, Mallapur, Hyderabad, India	213	100%

Soham for Kids, Mallapur, Hyderabad is a part of PDS Ltd.'s CSR initiative under section 135 of the Companies Act, 2013. The Company has in addition to this contributed to other CSR initiatives through its subsidiaries, referring to the community section in the Annual Report, page 62-63.

PRINCIPLE 9:

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

As a global business-to-business company, PDS has implemented comprehensive processes and grievance redressal mechanisms for each vertical. Each business unit has a country-specific escalation mechanism in place. Customers can reach out to business heads or designated points of contact for grievance resolution. Additionally, stakeholders, including consumers, can raise grievances through the Ethics Global Hotline platform. PDS has a Grievance Redressal Policy for all stakeholders available on the Company website.

2. Turnover of products and / services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100%
Recycling and/or safe disposal	-

All the output of the Company's manufacturing entities has information regarding the safe usage of the products. PDS also provides sourcing solutions for global brands and retailers who provide specifications for information to be printed on the labels & packaging of the products and this differs from customer to customer. However, it ensured the all applicable statutory parameters specially regarding safe usage are printed.

3. Number of consumer complaints in respect of the following:

Category	FY 2024-25 (Current Financial Year)		Remarks	FY 2023-24 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	NA	0	0	No complaints have been reported for FY 2023-24
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	4	0		0	0	
Other	0	0		0	0	

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for Recall
Voluntary Recalls	Nil	NA
Forced Recalls	Nil	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy

Yes, PDS has a comprehensive policy that addresses Information Security and Cyber Security. This Policy is designed to safeguard sensitive information, ensure compliance with regulations, and protect customer data. It aims to minimize risks from cyber-attacks and includes a Business Continuity and Disaster Recovery Policy

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

PDS is not involved in the delivery of essential services. There have been no product recalls or penalties imposed by regulatory authorities regarding the safety of PDS's products or services.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches	Nil
b. Percentage of data breaches involving personally identifiable information of customers	Nil
c. Impact, if any, of the data breaches	NA

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Information about PDS's products can be found on the Company's website (Link). The "Contact Us" section on the website also provides links to some of PDS's key group companies.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

All products are sourced or manufactured according to the specifications of the brands/retailers and comply with all relevant statutory parameters.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

PDS does not deal with the delivery of essential services.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

All products are sourced or manufactured according to the specifications provided by the brands/retailers and comply with all relevant statutory requirements.



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Independent Practitioner's reasonable assurance report on non-financial information pertaining to CORE attributes of BRSR ("BRSR Core Information") and limited assurance report on non-financial information pertaining to identified attributes other than core attributes of BRSR ("other selected indicators of BRSR other than BRSR Core Information") in PDS Limited's Business Responsibility and Sustainability Report (BRSR)

To

The Board of Directors

PDS Limited

Mumbai, Maharashtra, India

1. We have been engaged to perform an assurance engagement for PDS Limited (the 'Company') vide our engagement letter dated 20 May 2025 to provide reasonable assurance on non-financial information pertaining to core attributes of Business Responsibility and Sustainability Report ("BRSR Core Information") and limited assurance on non-financial information pertaining to identified attributes other than core attributes of BRSR ("other selected indicators of BRSR other than BRSR Core Information") ('collectively referred as the "Identified Sustainability Information") in accordance with the criteria stated below. This Identified Sustainability Information is included in the Business Responsibility and Sustainability Report (BRSR) of the Company for the financial year ended 31 March 2025. This engagement was conducted by a multidisciplinary team including assurance practitioners and engineers.

Identified Sustainability Information

2. The BRSR Core Information for the year ended 31 March 2025 included in BRSR report, is summarised as below:

Member firm of Grant Thornton International Ltd.
Grant Thornton Bharat LLP is registered with limited liability with identity number AAA-7677 and has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi - 110001.
Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Kolkata, Kochi, Mumbai, New Delhi, Noida and Pune

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Attribute	Principle	Key Performance Indicator
Energy footprint	Principle 6 – 1	<ul style="list-style-type: none"> Total energy consumption (in Joules or multiples) and energy intensity % of energy consumed from renewable sources Energy intensity
Water footprint	Principle 6 – 2	<ul style="list-style-type: none"> Total water consumption Water consumption intensity Water Discharge by destination and levels of Treatment
Greenhouse (GHG) footprint	Principle 6 – 7	<ul style="list-style-type: none"> Greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity
Embracing circularity - details related to waste management by the entity	Principle 6 – 9	<ul style="list-style-type: none"> Details related to waste generated by the entity (category wise) Waste intensity Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations. For each category of waste generated, total waste disposed by nature of disposal method
Enhancing Employee Wellbeing and Safety	Principle 3 – 1(c)	<ul style="list-style-type: none"> Spending on measures towards well-being of employees and workers (including permanent and other than permanent)
	Principle 3 – 11	Safety related incidents: <ul style="list-style-type: none"> Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) Total recordable work-related injuries No. of fatalities High consequence work-related injury or ill-health (excluding fatalities)
Enabling Gender Diversity in Business	Principle 5 – 3(b)	Gross wages paid to females as % of total wages paid by the entity
	Principle 5 – 7	Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
Enabling Inclusive Development	Principle 8 – 4	Percentage of input material (inputs to total inputs by value) sourced from suppliers
	Principle 8 – 5	Job creation in smaller towns – Wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the locations, as % of total wage cost
Fairness in Engaging with Customers and Suppliers	Principle 1 – 8	Number of days of accounts payables
	Principle 9 – 7	Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events



Attribute	Principle	Key Performance Indicator
Open-ness of business	Principle 1 – 9	Details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties

3. The other selected indicators of BRSR other than BRSR Core Information for the year ended 31 March 2025 included in BRSR report, is summarised as below:

Section	Principle	Key Performance Indicator
C	Principle 2 Essential Indicator 1	Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity.
	Principle 3 Essential Indicator 1(a) and 1(b)	<ul style="list-style-type: none"> Details of measures for the well-being of employees Details of measures for the well-being of workers
	Principle 3 Essential Indicator 2	Details of retirement benefits
	Principle 3 Essential Indicator 9	Details of performance and career development reviews of employees and worker
	Principle 5 Essential Indicator 2	Details of minimum wages paid to employees and workers
	Principle 5 Essential Indicator 3 (a)	Median remuneration / wages of respective category <ul style="list-style-type: none"> Board of Directors (BoD) Key Managerial Personnel Employees other than BoD and KMP Workers
	Principle 5 Essential Indicator 6	Number of Complaints on the following made by employees and workers, on: <ul style="list-style-type: none"> Sexual Harassment Discrimination at workplace Child labour Forced labour / Involuntary labour. Wages Other human rights related issues.
	Principle 8 Leadership Indicator 6	Details of beneficiaries of CSR Projects



4. Boundary of the report covers the Group entities as on 31 March 2025, covering its 127 subsidiaries, 5 joint ventures and 5 associates located in India and overseas.
5. Our assurance engagement is with respect to the Identified Sustainability Information for the reporting boundary as mentioned above for financial year ended 31 March 2025 only unless otherwise stated and we have not performed any procedures with respect to earlier periods or any other elements included in the BRSR and therefore, do not express any opinion/conclusion thereon.

Criteria

6. The criteria used by the Company to prepare the Identified Sustainability Information is summarised below (hereinafter referred to as 'Criteria'):
 - a. Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') as amended, read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/42 dated 28 March 2025; and
 - b. SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated 20 December 2024 read with BRSR Core Reporting Standard formulated by Industry Standards Forum.

Management's Responsibilities

7. The Company's management is responsible for selecting or establishing suitable criteria for preparing the Identified Sustainability Information, taking into account applicable laws and regulations, if any, related to reporting on the Identified Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation of the BRSR and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

Inherent limitations

8. The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities.

Practitioner's Independence and Quality Control

9. We have complied with the independence and other ethical requirements of International Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants' ('IESBA'), which is founded on fundamental principles of integrity, objectivity, professional competence, and due care, confidentiality and professional behaviour.
10. Our firm applies International Standard on Quality Management (ISQM) 1, "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Practitioner's Responsibility

11. Our responsibility is to express a reasonable assurance in the form of an opinion on BRSR Core Information and express a limited assurance in the form of a conclusion on other selected indicators of BRSR other than BRSR Core Information, based on the procedures we have performed and evidence we have obtained.
12. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), "Assurance Engagements other than Audits or Reviews of



Historical Financial Information" ('ISAE 3000 (Revised)') issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our engagement to obtain reasonable assurance about whether the BRSR Core Information is prepared, in all material respects, in accordance with the Criteria and limited assurance about whether the other selected indicators of BRSR other than BRSR Core Information is free from material misstatement.

13. A reasonable assurance engagement involves assessing the suitability in the circumstances of the Company's use of the Criteria as the basis for the preparation of the BRSR Core Information, assessing the risks of material misstatement of the BRSR Core Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances and evaluating the overall presentation of the BRSR Core Information.
14. A limited assurance engagement undertaken in accordance with ISAE 3000 involves assessing the suitability in the circumstances of the Company's use of the Criteria as the basis for the preparation of the other selected indicators of BRSR other than BRSR Core Information, identifying areas where material misstatement is likely to arise in the other selected indicators of BRSR other than BRSR Core Information whether due to fraud or error, designing and performing procedures to address identified risk areas as necessary in the circumstances and evaluating the overall presentation of the other selected indicators of BRSR other than Core Information.
15. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.
16. The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, analytical procedures and agreeing or reconciling with underlying records.
17. Given the circumstances of the engagement, in performing the procedures listed above, we:
 - Conducted virtual site visits at the manufacturing facility of Norlanka Progress (Private) Limited, for data and document verification.
 - Carried out discussions at the corporate office and manufacturing facilities for data and document verification;
 - Interviewed senior executives to understand the reporting process, governance, systems and controls in place during the reporting period.
 - Reviewed the records and relevant documentation including information from audited financial statements or statutory reports submitted by the Company to support relevant performance disclosures within our scope.
 - Evaluated the suitability and application of Criteria and that the Criteria have been applied appropriately to the Identified Sustainability Information.
 - Selected key parameters and representative sampling, based on statistical audit sampling tables and agreeing claims to source information to check accuracy and completeness of claims such as source data, meter data, etc.
 - Re-performed calculations to check accuracy of claims,
 - Reviewed data from independent sources, wherever available,
 - Reviewed data, information about sustainability performance indicators and statements in the report.



- Reviewed and verified information/ data as per the Criteria;
- Reviewed accuracy, transparency and completeness of the information/ data provided;

18. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion on BRSR Core Information.
19. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the other selected indicators of BRSR other than BRSR Core Information have been prepared, in all material respects, in accordance with the Criteria.

Exclusions:

20. Our assurance engagement scope excludes the following and therefore we do not express an opinion or conclusion on the same:
- Aspects of the BRSR and data/information (qualitative or quantitative) other than the Identified Sustainability Information.
 - Operations of the Company other than those mentioned in paragraph 2 to 4 above on Scope of Assurance
 - Data and information outside the defined reporting period
 - Data related to Company's financial performance, strategy and other related linkages expressed in Identified Sustainability Information.
 - The Company's statements that describe expression of opinion, belief, aspiration, expectation, forward looking statements provided by the Company and assertions related to Intellectual Property Rights and other competitive issues.
 - Mapping of Identified Sustainability Information with reporting frameworks other than those mentioned in Criteria above.

While we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls.

The procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

Opinion

21. Based on the procedures we have performed and the evidence we have obtained, the BRSR Core Information included in the BRSR report for the financial year ended 31 March 2025 is prepared in all material respects, in accordance with the Criteria.

Conclusion

22. Based on the procedures performed and evidences obtained and the information and explanations given to us along with the representation provided by the management, nothing has come to our attention that causes us to believe that the other selected indicators of BRSR other than BRSR Core Information included in the BRSR report for the year ended 31 March 2025, is not prepared, in all material respects in accordance with the Criteria.

**Restriction on use**

23. The Assurance Report is prepared for the Company's management solely for the purpose of inclusion in Annual Report of the Company for the year ended 31 March 2025. This report issued by us has been prepared and addressed to the Board of Directors of the Company at the request of the Company solely to assist the Company in reporting on the Company's sustainability performance and activities. Accordingly, this report may not be suitable for any other purpose and should not be used by any other party other than the Board of Directors of the Company. Further, we do not accept or assume any duty of care or liability for any other purpose or to any other party to whom this report is shown or into whose hands it may come without our prior consent in writing.

Grant Thornton Bharat LLP

Abhishek Tripathi

Partner

Dated: 30 June 2025

Place: Grant Thornton Bharat LLP

Plot No. 19A, 2nd Floor, Sector – 16A,

Noida - 201301,

Uttar Pradesh, India

Independent Auditor's Report

To the Members of PDS Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of PDS Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter

Impairment assessment of investment in subsidiary

Refer note 3(a)(vi) for the accounting policy and note 7 for disclosures in the accompanying standalone financial statements.

The Company has an investment aggregating to ₹ 2,100 lakhs in DBS Lifestyle Fashion Limited, a subsidiary.

The subsidiary has incurred losses and the carrying value of such investments exceeds the net worth of the subsidiary. Considering the existence of the aforesaid impairment indicators, the Company has performed an impairment assessment on the carrying amount of the investment in accordance with Ind AS 36, Impairment of assets ('Ind AS 36').

How our audit addressed the Key Audit Matter

Our audit procedures for impairment assessment of the investment in the subsidiary included, but were not limited to the following:

- Obtained an understanding of the management's process for identification of possible impairment indicators;
- Evaluated the design and tested the operating effectiveness of key controls with respect to Company's process of impairment assessment of investments in subsidiary;
- Obtained the management's external valuation specialist's report on determination of recoverable value and assessed the competency, objectivity and capabilities of the management's expert;
- Involved the auditor's valuation expert to assess the appropriateness of the valuation methodologies used by the management expert and reviewed the appropriateness of key valuation assumptions, including long-term growth rates, discount rates used amongst others within the discounted cash flow model;

Key Audit Matter

The recoverable value of the investment is determined using a discounted cash flow model which requires management to make significant judgement and estimates including estimates around inputs that are not directly observable from market information and certain other unobservable inputs such as projections of future cash flows, long-term growth rates and discount rates used. Changes to these assumptions could lead to material changes in estimated recoverable amount, resulting in impairment.

Considering the materiality of the amounts, inherent subjectivity, high estimation uncertainty and significant management judgments involved, impairment assessment of aforesaid investment in subsidiary has been considered as a Key Audit Matter for the audit of the current year.

How our audit addressed the Key Audit Matter

- Evaluated the reasonableness of the future cash flow projections prepared by the management and challenged management's assumptions such as implied growth rates during explicit period and discount rate for their reasonableness based on our understanding of the business of the subsidiary, industry benchmarks and data from historic performances;
- Reconciled the cash flow projections used in aforesaid valuations with the approved business plans;
- Obtained a sensitivity analysis performed by the management on the key assumptions, and evaluated whether any reasonably foreseeable change in assumptions could lead to impairment or material change in the carrying value; and
- Assessed the appropriateness and adequacy of presentation and disclosures in the standalone financial statements in accordance with the applicable accounting standards.

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the

matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by Section 143(3) of the Act, based on our audit we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The standalone financial statements dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act;
- f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under Section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company, as detailed in note 41(b) to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
 - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 46(h) to the standalone

financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

- b. The management has represented that, to the best of its knowledge and belief as disclosed in note 46(h) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The interim dividend declared and paid by the Company during the year ended 31 March 2025 and until the date of this audit report is in compliance with Section 123 of the Act.

The final dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 16 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software, except that, audit trail feature was not enabled at the database level for such accounting software to log any direct data changes, as

described in Note 47 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, where such feature is enabled. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention where the audit trail feature was enabled.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 25210122BMONCE3362

Place: Mumbai

Date: 15 May 2025

Annexure I

referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of PDS Limited on the standalone financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, investment property and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment, investment property and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of two years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, investment property and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (including investment properties) held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 5 to the standalone financial statements, are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in Note 17 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores, by banks and/or financial institutions on the basis of security of current assets. Pursuant to the terms of the sanction letters, the Company is not required to file any quarterly return or statement with such banks or financial institutions.

- (iii) The Company has made investments in, provided guarantee or security and granted unsecured loan to companies during the year, in respect of which:

- (a) The Company has provided loan and guarantee to subsidiaries during the year as per details given below:

Particulars	Guarantees	Loan
Aggregate amount provided/granted during the year (₹ in Lakhs):	1,05,973.50	325.00
- Subsidiaries		
Balance outstanding as at balance sheet date (₹ in Lakhs):	1,05,973.50	325.00
- Subsidiaries		

- (b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loan and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

In respect of the loan granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal and interest amount is not due for repayment/receipt currently.

- (c) There is no overdue amount in respect of loan granted to such company.
- (d) The Company has not granted any loan which has fallen due during the year. Further, no fresh loan were granted to any party to settle the overdue loan that existed as at the beginning of the year.
- (e) The Company has not granted any loan, which is repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and there has been no utilisation during the current year of the term loans obtained by the Company during any previous years. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made private placement of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised were used for the purposes for which the funds were raised, though idle funds which were not required for immediate utilisation have been invested in readily realisable liquid investments.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistleblower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the

standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 25210122BMONCE3362

Place: Mumbai

Date: 15 May 2025

Annexure II to the Independent Auditor's Report of even date to the members of PDS Limited on the standalone financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of PDS Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply

with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements .

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to

financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 25210122BMONCE3362

Place: Mumbai

Date: 15 May 2025

Standalone Balance Sheet

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	As at March 31, 2025	As at March 31, 2024
Assets			
I Non-current assets			
(a) Property, plant and equipment	4	1,580.75	1,266.05
(b) Investment property	5	2,929.78	2,560.98
(c) Intangible assets	6	209.76	304.27
(d) Financial assets			
(i) Investments	7	51,620.91	18,263.99
(ii) Other financial assets	8	331.00	331.00
(e) Non-current tax assets (net)	9	86.59	86.59
Total non-current assets		56,758.79	22,812.88
Current assets			
(a) Financial assets			
(i) Trade receivables	10	11,518.70	14,139.68
(ii) Cash and cash equivalents	11	13,928.00	5,296.90
(iii) Bank balances other than (ii) above	12	3,519.13	7,216.15
(iv) Loans	13	325.00	-
(v) Other financial assets	8	459.11	284.30
(b) Other current assets	14	1,202.81	901.75
Total current assets		30,952.75	27,838.78
Total assets		87,711.54	50,651.66
II Equity and liabilities			
Equity			
(a) Equity share capital	15	2,821.91	2,634.73
(b) Other equity	16	68,195.61	23,912.70
Total equity		71,017.52	26,547.43
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	3,750.01	4,549.63
(ii) Lease liabilities	40	309.24	81.82
(b) Provisions	19	273.57	235.41
(c) Other non-current liabilities	21	1.15	1.15
(d) Deferred tax liabilities (net)	22	14.11	161.85
Total non-current liabilities		4,348.08	5,029.86
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	917.79	1,715.55
(ii) Lease liabilities	40	181.77	157.92
(iii) Trade payables	20		
- Total outstanding dues to micro enterprises and small enterprises		13.18	20.99
- Total outstanding dues to parties other than micro enterprises and small enterprises		8,962.28	13,527.09
(iv) Other financial liabilities	18	1,514.82	3,177.32
(b) Other current liabilities	21	385.14	232.23
(c) Provisions	19	224.95	243.27
(d) Current tax liabilities		146.01	-
Total current liabilities		12,345.94	19,074.37
Total equity and liabilities		87,711.54	50,651.66
Summary of material accounting policy information and other explanatory information	3		

The accompanying notes form an integral part of these Standalone financial statements

As per our report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of
PDS Limited

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Standalone Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	Year ended March 31, 2025	Year ended March 31, 2024
I Revenue from operations	23	45,567.10	62,541.97
II Other income	24	8,318.03	7,571.53
III Total income (I+II)		53,885.13	70,113.50
IV Expenses			
(a) Purchases of stock-in-trade	25	32,434.87	47,255.18
(b) Employee benefits expense	26	6,765.32	6,168.11
(c) Finance costs	27	673.65	497.99
(d) Depreciation and amortization expense	28	611.99	677.55
(e) Other expenses	29	5,751.39	7,329.54
Total expenses		46,237.22	61,928.37
V Profit before tax (III-IV)		7,647.91	8,185.13
VI Tax expense:			
(a) Current tax	31	518.40	304.55
(b) Deferred tax credit	22	(145.24)	(27.38)
Total tax expense		373.16	277.17
VII Profit for the year (V-VI)		7,274.75	7,907.96
VIII Other comprehensive income/(loss)			
(A) (i) Items that will not be reclassified to profit or loss			
(a) Re-measurement loss on defined benefit plans		(9.92)	(17.86)
(ii) Income tax on items that will not be reclassified to profit or loss		2.50	4.50
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax on items that will be reclassified to profit or loss		-	-
Other comprehensive loss for the year, net of tax		(7.42)	(13.36)
IX Total comprehensive income for the year (VII + VIII)		7,267.33	7,894.60
X Earnings per share: (face value of ₹ 2 per share)	30		
1) Basic (amount in ₹)		5.30	6.02
2) Diluted (amount in ₹)		5.23	5.91
Summary of material accounting policy information and other explanatory information	3		

The accompanying notes form an integral part of these Standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number:001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Standalone Statement of Changes in Equity

for the year ended March 31, 2025

A. Equity share capital

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Amount
Balance as at April 1, 2023	2,615.91
Fresh issue (Net of treasury shares) (refer note 15)	18.82
Balance as at March 31, 2024	2,634.73
Fresh issue (Net of treasury shares) (refer note 15)	187.18
Balance as at March 31, 2025	2,821.91

B. Other equity

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Reserve and surplus						Total Equity
	Capital Reserve	Retained earnings	Securities premium reserve	Other comprehensive Income	Treasury Stock	Share options outstanding	
Balance as at April 01, 2023	8,078.07	6,628.17	1,129.39	3.93	(402.89)	3,565.19	19,001.86
Profit for the year	-	7,907.96	-	-	-	-	7,907.96
Other comprehensive loss, net of income tax (refer note 31 and 32)	-	-	-	(13.36)	-	-	(13.36)
Share purchase through ESOP trust (refer note 15)	-	-	-	-	(119.01)	-	(119.01)
Dividend paid (refer note 16)	-	(5,513.14)	-	-	-	-	(5,513.14)
Exercise of share options (refer note 15)	-	-	2,183.36	-	-	(827.73)	1,355.63
Employee stock compensation expense (refer note 44)	-	-	-	-	-	1,292.76	1,292.76
Balance as at March 31, 2024	8,078.07	9,022.99	3,312.75	(9.43)	(521.90)	4,030.22	23,912.70
Profit for the year	-	7,274.75	-	-	-	-	7,274.75
Other comprehensive loss, net of income tax (refer note 31 and 32)	-	-	-	(7.42)	-	-	(7.42)
Share purchase through ESOP trust (refer note 15)	-	-	-	-	(288.25)	-	(288.25)
Premium on issue of shares (Net of share issue expenses) (refer note 15)	-	-	41,157.82	-	-	-	41,157.82
Dividend paid (refer note 16)	-	(6,484.90)	-	-	-	-	(6,484.90)
Exercise of share options (refer note 15)	-	-	3,389.43	-	-	(1,332.33)	2,057.10
Employee stock compensation expense (refer note 44)	-	-	-	-	-	573.81	573.81
Balance as at March 31, 2025	8,078.07	9,812.84	47,860.00	(16.85)	(810.15)	3,271.70	68,195.61

Summary of material accounting policy information and other explanatory information

3

The accompanying notes form an integral part of these Standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number:001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

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Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Standalone Statement of Cash Flow

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from operating activities			
Profit before tax		7,647.91	8,185.13
Adjustments for:			
Depreciation and amortization expense	28	611.99	677.55
Finance costs	27	673.65	497.99
(Gain)/loss on sale of property, plant and equipment		(3.51)	4.95
Employee share compensation expense	26	245.81	412.18
Unrealized foreign exchange fluctuation loss		99.37	100.18
Dividend income	24	(6,290.71)	(7,143.62)
Interest income	24	(949.93)	(203.13)
Provision for doubtful debts	29	829.62	4.94
Commission income on account of corporate guarantee	24	(43.34)	-
Gain on termination of lease	24	(14.31)	-
Gain on sale of short term investments	24	(160.99)	-
Fair value gain on financial assets measured at fair value through profit and loss	24	(243.22)	(20.42)
Operating profit before change in working capital		2,402.34	2,515.75
Movement in working capital:			
Change in trade payables and other current liabilities		(4,641.17)	(2,867.44)
Change in other current financial liabilities		(1,895.11)	919.00
Change in provisions		9.92	101.31
Change in trade receivables		1,950.00	(3,092.77)
Change in non-current financial assets		-	(331.00)
Change in other current assets		(301.06)	93.19
Change in other current financial assets		(79.59)	141.11
Cash (used in) operations		(2,554.67)	(2,520.85)
Direct tax paid (net of refund received)		(372.40)	(498.18)
Net cash flow (used in) operating activities (A)		(2,927.07)	(3,019.03)
Cash flows from investing activities			
Purchase of property, plant and equipment, intangibles and investment property	4,5,6	(821.42)	(610.52)
Proceeds from sale of property, plant and equipment		12.89	62.87
Loan to subsidiary	13	(325.00)	-
Additional investment in/acquisition of subsidiary		(32,529.18)	(955.01)
Proceeds from sale of short term investments, net		160.99	-
Proceeds from maturity of/(investment in) time deposits, net		3,697.02	(3,915.00)
Dividend received	24	6,290.71	7,143.62
Interest received		844.32	132.28
Net cash (used in)/generated from investing activities (B)		(22,669.67)	1,858.24
Cash flows from financing activities			
Proceeds of long term borrowings		-	4,966.29
Repayment of long term borrowings		(416.67)	-
(Repayment)/Proceeds of short term borrowings, net		(1,077.08)	231.47
Acquisition of own equity by a controlled trust		(289.38)	(119.11)
Issuance of share capital at premium (net of Issue expenses)		43,343.93	1,433.25
Interest paid on lease liabilities		(57.96)	(28.49)
Payment of principal portion of lease liabilities		(103.03)	(139.95)
Payment of dividend to shareholders		(6,463.08)	(5,399.58)
Interest paid on borrowings		(605.26)	(417.94)
Net cash generated from financing activities (C)		34,331.47	525.94
Net increase/(decrease) in cash and cash equivalents (A+B+C)		8,734.73	(634.85)
Cash and cash equivalents at the beginning of the year		5,326.82	5,961.67
Cash and cash equivalent at the end of the year		14,061.55	5,326.82
Components of cash and cash equivalents			
With banks - on current account and deposits with banks	11	13,928.00	5,296.90
Add: Bank overdraft	17	133.55	29.92
Cash and cash equivalent at the end of the year		14,061.55	5,326.82

Standalone Statement of Cash Flow

for the year ended March 31, 2025

Changes in liability arising from financing activities

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at	Cash flow		Non-cash	As at
	March 31, 2023	Additions	Repayment	Others	March 31, 2024
Borrowings	1,097.34	5,197.76	-	-	6,295.10
Interest accrued and due on borrowings	0.25	-	(417.94)	454.88	37.19
Lease liability	379.70	-	(168.45)	28.49	239.74
	1,477.29	5,197.76	(586.39)	483.37	6,572.03

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at	Cash flow		Non-cash	As at
	March 31, 2024	Additions	Repayment	Others	March 31, 2025
Borrowings	6,295.10	-	(1,493.75)	-	4,801.35
Interest accrued and due on borrowings	37.19	-	(605.26)	606.77	38.70
Lease liability	239.74	-	(160.99)	412.26	491.01
	6,572.03	-	(2,260.00)	1,019.03	5,331.06

Summary of material accounting policy information and other explanatory information

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The accompanying notes form an integral part of these Standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Summary of material accounting policies and other explanatory information

Note 1: Corporate information

PDS Limited is a Public Limited Company (hereinafter referred as 'the Company') domiciled in India and has its registered office at Unit No.971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri (East), Mumbai- 400 093 Maharashtra. The Company is engaged in the trading of ready to wear apparels, providing services to group companies engaged in the export of ready to wear apparels and sourcing & distribution of their products. The Company has its primary listings on the BSE Limited and the National Stock Exchange of India Limited.

The standalone financial statements of the Company for the year ended March 31, 2025 were approved by the Board of Directors and authorized for issue on May 15, 2025.

Note 2: Statement of compliance

The Standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable and the guidelines issued by Securities and Exchange Board of India, to the extent applicable.

The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

Basis of preparation and presentation

The standalone financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the relevant accounting policies mentioned. The financial statements are presented in ₹ and all values are rounded to the nearest Lakhs except where otherwise stated.

Going concern

The Board of Directors have considered the financial position of the Company at March 31, 2025 and the projected cash flows and financial performance of the Company for at least twelve months from the date of standalone financial statements as well as planned cost and cash improvement actions, and believe that the plan for sustained profitability remains on course.

The Board of Directors have taken actions to ensure that appropriate long-term cash resources are in place at the date of signing the accounts to fund the Company's operations.

Recent accounting pronouncement

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

Amended Accounting Standards (Ind AS) and interpretations effective during the period

The MCA has notified below new standards / amendments which were effective from 01 April 2024.

Amendments to Ind AS 116 - Lease liability in a sale and leaseback

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains.

Introduction of Ind AS 117

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Financial Statements.

Amendment effective for annual reporting periods beginning on or after April 01, 2025.

The MCA has notified below amendment which were effective from April 01, 2025.

Amendment to Ind AS 21- "The Effects of Changes in Foreign Exchange Rates"

The amendment specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also requires the disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows

When applying the amendment, an entity cannot restate comparative information.

The amendments will not have a material impact on the Company's financial statements.

Note 3: Material accounting policy information

a) Material accounting judgements, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these standalone financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Judgements:

In the process of applying the Company's accounting policies, management has made the following judgements,

Summary of material accounting policies and other explanatory information

which have the most significant effect on the amounts recognized in the standalone financial statements:

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Estimates and Assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Estimates and underlying assumptions are reviewed at each balance sheet date. Such changes are reflected in the assumptions when they occur.

i) Income taxes

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

ii) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By virtue of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

iii) Defined benefit plans

The present value of the gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the

discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes.

iv) Employee stock option plan

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. The Company initially measures the cost of cash-settled transactions with employees using a Black Scholes model to determine the fair value of the liability incurred. For cash-settled share-based payment transactions, the liability needs to be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognised in profit or loss. This requires a reassessment of the estimates used at the end of each reporting period. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses a Black Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 44.

v) Provision for expected credit losses (ECL) on trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type and customer type).

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic condition (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At

Summary of material accounting policies and other explanatory information

each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in note 10 to the financial statements.

vi) Valuation of financial instruments

When the fair value of financial assets and financial liabilities recorded in the Statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing the fair values. The judgements include consideration of inputs such as liquidity risks, credit risks and volatility in market. The changes in assumptions about these factors could affect the reported fair value of the financial instruments.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on a current/ non-current classification.

Assets:

An asset is treated as current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle.
- ii) Held primarily for the purpose of trading
- iii) Expected to be realized within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liabilities:

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading

- iii) It is due to be settled within twelve months after the reporting period, or

- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle: The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the operation, the group has identified twelve months as its operating cycle.

c) Property, plant and equipment (PPE) and Investment property

Property, plant and equipment, capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss within other income or expense (as applicable).

Subsequent Costs: The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in statement of profit and loss as and when incurred.

Decommissioning Costs : The present value of expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of fixed assets that are not ready for their intended use at the reporting date.

Depreciation: Depreciation on PPE, except leasehold improvements, is provided on straight-line method over the useful lives of assets as per Schedule II to the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged to Statement of Profit and Loss. Leasehold improvements

Summary of material accounting policies and other explanatory information

are amortized over the lease term or the remaining useful life of the assets whichever is lower.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life
Furniture and fixtures	10 years
Office equipments	5 years
Vehicles	8 years
Electrical installations and equipments	10 years
Building	60 years
Computers	3 years

Freehold land is not depreciated.

Investment property

Recognition and measurement

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property comprises freehold land and building.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company measures investment property using cost based measurement and the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Statement of Profit and Loss in the period of derecognition.

Depreciation

Depreciation on Investment Property (except freehold land) is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013. Freehold land is not depreciated. (Refer table above)

d) Borrowing costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part

of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

e) Foreign currency transaction

Functional and presentation currency

The Company's standalone financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency. Functional currency is the currency of the primary economic environment in which a Company operates and is normally the currency in which the Company primarily generates and expends cash. All the financial information presented in ₹ in lakhs except where otherwise stated.

Initial recognition

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Measurement at the reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured in terms of historical cost are not retranslated.

f) Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Company will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Summary of material accounting policies and other explanatory information

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in its standalone balance sheet. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable in its standalone balance sheet, depending on whether something other than the passage of time is required before the consideration is due.

(i) Rendering of services

Income from corporate and sourcing support services rendered to group companies are recognized as the services are rendered based on a cost plus mark-up in accordance with the terms of respective arrangements.

'Unbilled revenue' included in other financial assets represent revenue in excess of billings as of the Balance Sheet date. 'Unearned revenues' included in financial liabilities represent billing in excess of revenue recognized.

(ii) Sale of goods

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon shipment or delivery at the customer premises and on completion of performance obligation. Revenue is recognised at a transaction price allocated to the extent of performance obligation satisfied after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is

probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Company is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses or a reasonable estimate can be made.

g) Other income

Rental income

Rental income is recognized when services are rendered and same becomes chargeable. Service Income comprises amounts billed for leasing out the property and other support services rendered to entities in accordance with terms of agreements entered into with them.

Other income

- i) Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- ii) Dividend income is recognized when the right to receive payment is established.
- iii) Any other income is recognized on an accrual basis.

h) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognized at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease terms and the estimated useful lives of the assets.

Summary of material accounting policies and other explanatory information

If ownership of the leased asset transfers to the Company by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognized at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for termination of a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short term leases

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

When the Company acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Company allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. At the inception of a finance lease, the cost of the leased asset is capitalized at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalized finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

i) Employee's benefits

Short term employee benefits: All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. When an employee has rendered service to the Company during an accounting period, the Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense unless another Ind AS requires or permits the inclusion of the benefits in the cost of an asset. Benefits such as salaries, wages, bonus and ex-gratia etc. are recognized in Statement of profit and loss in the period in which the employee renders the related service.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution plans and contributions paid / payable are recognized as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Summary of material accounting policies and other explanatory information

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities.

Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other Comprehensive Income in the Statement of Profit and Loss. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

Other long term benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/ losses, if any, are recognized immediately in the Statement of Profit and Loss.

j) Share based payment/Cash-settled share-based payments

The Company has equity-settled share-based remuneration plans for its employees. Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to equity. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are

allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

For cash-settled share-based payments, the fair value of the amount payable to employees is recognised as employee benefits expense with a corresponding increase in liabilities, over the vesting period. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expense.

The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the employee remuneration schemes. The Trust buys shares of the Company from the market, for giving shares to employees. The Company treats Trust as its extension and shared held by the Trust are treated as treasury stock.

Own equity instruments that are reacquired (treasury stock) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are satisfied with treasury shares.

Where stock options are issued to employees of subsidiaries/ step down subsidiaries, and such subsidiary/ step down subsidiary does not have an obligation to settle the transaction, the transaction is treated as a parent's equity contribution to the subsidiary/ step down subsidiary and presented as 'deemed investment' under investment in subsidiaries.

k) Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed in the case of;

- i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;
- ii) a present obligation arising from past events, when no reliable estimate is possible.

Summary of material accounting policies and other explanatory information

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

l) Financial instruments

A financial instrument is a contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

(a) Financial assets

(i) Initial recognition and measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivables that do not contain a significant financing component are measured at transaction price.

(ii) Classification and subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial asset carried at amortized cost
- Financial asset at fair value through other comprehensive income (FVTOCI)
- Financial asset at fair value through profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

• Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified

dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

• Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

• Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

• Equity investment

Investments representing equity interest in associates/ subsidiary are carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized (i.e. removed from the Company's Balance Sheet) when:

- (i) The contractual rights to receive cash flows from the asset has expired, or
- (ii) The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

Summary of material accounting policies and other explanatory information

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, security deposits received etc.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortized cost
- Financial liabilities at fair value through profit or loss

Loans and borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest rate (EIR) method. Income and Expense are recognized in the statement of profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

m) Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights

to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from contracts with customers, the Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected life time losses to be recognized after initial recognition of receivables. For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on twelve-months ECL.

n) Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

Summary of material accounting policies and other explanatory information

o) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

p) Taxes on income

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognized amounts and there is an intention either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

q) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash balance on hand, cash balance at banks and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

r) Earnings per share (EPS)

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra ordinary items.

Summary of material accounting policies and other explanatory information

- Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating Diluted Earning per share, the number of shares comprises of weighted average shares considered for deriving basic earning per share and also the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. A transaction is considered to be antidilutive if its effect is to increase the amount of EPS, either by lowering the share count or increasing the earnings.

The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the employee remuneration

schemes. The Trust buys shares of the Company from the market, for giving shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are satisfied with treasury shares.

s) Segment reporting

The Company has the policy of reporting the segments in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chief Operating Decision maker is considered to make strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 4 : Property, plant and equipment

Particulars	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipments	Electrical installations and equipments	Computers	Right to use assets	Total
Gross carrying value								
Balance as at April 1, 2023	575.71	59.22	116.40	89.80	883.42	148.30	610.35	2,483.21
Add: Additions during the year	41.35	15.71	149.08	29.43	160.33	58.17	-	454.07
Less: Disposals during the year	(0.17)	-	(85.02)	(0.74)	-	(10.62)	-	(96.55)
Balance as at March 31, 2024	616.89	74.93	180.46	118.49	1,043.75	195.85	610.35	2,840.73
Add: Additions during the year	6.52	-	86.99	24.98	167.97	70.19	462.27	818.92
Less: Disposals during the year	-	-	-	-	(9.37)	-	(140.96)	(150.33)
Balance as at March 31, 2025	623.41	74.93	267.45	143.47	1,202.35	266.04	931.66	3,509.32
Accumulated depreciation								
Balance as at April 01, 2023	263.12	45.55	34.89	55.31	466.04	85.85	257.30	1,208.06
Add: Depreciation charge for the year	64.24	5.23	19.95	21.03	113.27	31.62	140.51	395.85
Less: Disposals during the year	(0.02)	-	(22.15)	(0.24)	-	(6.82)	-	(29.23)
Balance as at March 31, 2024	327.34	50.78	32.69	76.10	579.31	110.65	397.81	1,574.68
Add: Depreciation charge for the year	67.82	5.72	25.61	16.53	136.74	46.14	122.95	421.51
Less: Disposals during the year	-	-	-	-	(6.53)	-	(61.09)	(67.62)
Balance as at March 31, 2025	395.16	56.50	58.30	92.63	709.52	156.79	459.67	1,928.57
Net carrying amount								
As at March 31, 2025	228.25	18.43	209.15	50.84	492.83	109.25	471.99	1,580.75
As at March 31, 2024	289.55	24.15	147.77	42.39	464.44	85.20	212.54	1,266.05

- (i) The Company does not have immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

Note 5 : Investment property

Particulars	Freehold land	Building	Total
A. Gross carrying amount			
Balance as at April 1, 2023	68.81	2,654.94	2,723.75
Add: Additions during the year		151.48	151.48
Balance as at March 31, 2024	68.81	2,806.42	2,875.23
Add: Additions during the year		460.82	460.82
Balance as at March 31, 2025	68.81	3,267.24	3,336.05
B. Accumulated depreciation			
Balance as at April 1, 2023	-	247.75	247.75
Add: Depreciation charge for the year	-	66.50	66.50
Balance as at March 31, 2024	-	314.25	314.25
Add: Depreciation charge for the year	-	92.02	92.02
Balance as at March 31, 2025	-	406.27	406.27
C. Net carrying amount			
As at March 31, 2025	68.81	2,860.97	2,929.78
As at March 31, 2024	68.81	2,492.17	2,560.98

a) Fair value

Particulars	Freehold land	Building	Total
As at March 31, 2025	4,987.50	2,975.48	7,962.98
As at March 31, 2024	4,672.10	2,601.20	7,273.30

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

b) Information regarding income and expenditure of investment property

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Rental income derived from investment property	456.45	357.68
Direct operating expenses	295.39	304.02
Profit arising from investment property before depreciation	161.06	53.66
Less: Depreciation charge	92.02	66.50
Profit/(loss) arising from investment property	69.04	(12.84)

c) Minimum lease rent receivable: In respect of the property given on lease, the future minimum lease payments receivable for non-cancellable period is as under:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Not later than 1 year	212.04	125.94
Later than 1 year but not later than 5 years	311.42	195.07
Total	523.46	321.01

- d) The Company's investment property comprises property situated at Udyog Vihar, Gurugram, Haryana, India. The Management has determined that the investment property consists of two class of assets - Land and building - based on the nature, characteristics and risks of the property.
- e) The fair valuation of the said property is based on current prices in the active market for similar properties. The main input used are quantum, area, location, population, profile of surrounding developments, negotiations, connectivity and accessibility.
- f) The fair value of investment property is ₹ 7,962.98 (March 31, 2024: ₹ 7,273.30) and the same has been determined by an external independent registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. Fair valuation of investment property is based on the direct comparison approach for land and depreciated replacement cost method for built up structure. The fair value measurement is categorized in Level 3 of fair value hierarchy.
- g) As at March 31, 2025 the investment property is pledged to secure the general banking facilities granted by Bajaj Finance Limited.
- h) The title deeds of immovable property are in the name of the Company.

Note 6 : Intangible assets

Particulars	Trade Marks	Computer Software	Total
Gross carrying amount			
Balance as at April 1, 2023	0.90	795.13	796.03
Add: Acquired	-	4.45	4.45
Balance as at March 31, 2024	0.90	799.58	800.48
Add: Acquired	-	3.95	3.95
Balance as at March 31, 2025	0.90	803.53	804.43
Amortization			
Balance as at April 1, 2023	0.90	280.12	281.02
Add: Amortization charge for the year	-	215.19	215.19
Balance as at March 31, 2024	0.90	495.31	496.21
Add: Amortization charge for the year	-	98.46	98.46
Balance as at March 31, 2025	0.90	593.77	594.67
Net carrying value			
Balance as at March 31, 2025	-	209.76	209.76
Balance as at March 31, 2024	-	304.27	304.27

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 7 : Non-current investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in subsidiaries		
Unquoted		
In Equity shares (at cost)		
28,068,545 (March 31, 2024 : 21,948,270) equity shares of Multinational Textiles Group Limited, Mauritius of USD 1 each fully paid up	37,924.07	10,050.25
10,409 (March 31, 2024 :10,409) equity shares of DBS Lifestyle Private Limited of ₹ 10 each fully paid up	2,100.00	2,100.00
27,500 (March 31, 2024 :27,500) equity shares of Technocian Fashions Private Limited of ₹ 10 each fully paid up	2.75	2.75
NIL (March 31, 2024 :10,000) equity shares of Dizbi Private Limited of ₹ 10 each fully paid up	-	1.00
10,000 (March 31, 2024:10,000) equity shares of PDS Brand Private Limited of ₹ 10 each fully paid up	1.00	1.00
50,000 (March 31, 2024: 50,000) equity shares of Norlanka Manufacturing India Private Limited of ₹ 10 each fully paid up	45.97	45.97
44,349,940 (March 31, 2024: Nil) equity shares of Nexstyle Apparel Manufacturing Limited of ₹ 10 each fully paid up	4,435.00	-
Deemed Investment on account of grant of ESOP (refer note 'c' below)	4,377.91	4,012.45
Deemed Investment on account of corporate guarantee provided to Subsidiaries (refer note 41(d))	203.34	-
In Preference shares (at cost)		
Deemed Investment on account of equity component in preference shares of Norlanka Manufacturing India Private Limited (refer note 'a' below)	383.46	383.46
Total (A)	49,473.50	16,596.88
In Preference shares (Fair value through profit or loss)		
Debt component in preference shares of Norlanka Manufacturing India Private Limited (refer note 'a' below)	405.12	356.54
Total (B)	405.12	356.54
Total (C= A+B)	49,878.62	16,953.42
Investments at fair value through profit or loss		
In preference shares of Digital Ecom Techno India Private Limited (refer note 'b' below)	100.32	-
570,000 (March 31, 2024: 570,000) equity shares of Parc Designs Private Limited of ₹ 10 each fully paid up	57.00	57.00
320 (March 31, 2024: 215) units of Fireside Ventures Investment Fund III ("Fund") of ₹ 1,00,000 each (refer note 41)	369.86	188.37
6,75,000 (March 31, 2024: 6,75,000) units of WaterBridge Ventures - II Trust of ₹ 100 each (refer note 41)	1,199.41	1,065.20
Total (D)	1,726.59	1,310.57
Investment in joint venture		
Unquoted		
In Equity shares (at cost)		
26,62,445 (March 31, 2024 : Nil) Equity shares of Digital Ecom Techno India Private Limited of ₹ 10 each fully paid up	15.70	-
Total (E)	15.70	-
Total F=(C+D+E)	51,620.91	18,263.99
Aggregate amount of quoted investments and market value	-	-
Aggregate amount of unquoted investments	51,620.91	18,263.99
Aggregate amount of impairment in value of investments	-	-
	51,620.91	18,263.99

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Impairment testing for Investment in DBS Lifestyle Private Limited

Investment is tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The recoverable value of the investment in the subsidiary for impairment testing is determined using discounted cash flow approach as at March 31, 2025 which involves significant judgement and estimates. The discount rate applied to the cash flow projections is 19.00% (March 31, 2024: 25.00%) and cash flows beyond the five-year period were extrapolated using a terminal growth rate of 6.50% (March 31, 2024: 5.00%).

As at March 31, 2025, the estimated recoverable amount of the investment exceeded its carrying amount. Reasonable sensitivities in key assumptions is unlikely to cause the carrying amount to exceed the recoverable amount of the cash generating unit.

Information about investments

Name of the Company, country of incorporation, principal activities	% of equity interest	
	As at March 31, 2025	As at March 31, 2024
Multinational Textile Group Limited, Mauritius, holding of investments and provision of consulting services	100.00%	100.00%
Technocian Fashions Private Limited, India, management services and sourcing support services	55.00%	55.00%
DIZBI Private Limited, India, information technology support services	Nil	100.00%
Norlanka Manufacturing India Private Limited, India, manufacturing, trading, e-commerce business of readymade garments	100.00%	100.00%
PDS Brand Private Limited, India, trading, e-commerce business of readymade garments	100.00%	100.00%
DBS Lifestyle Private Limited, India, trading, e-commerce business of readymade garments and designs	51.00%	51.00%
Digital Ecom Techno Private Limited, India, cloud based software which renders end-to-end human resource management services	42.14%	Nil
NexStyle Apparel Manufacturing Limited, India, manufacturing, trading, e-commerce business of readymade garments	100.00%	Nil

- (a) During the year ended March 31, 2024, the Company has purchased 74,00,000, 0.01% non-convertible non-cumulative redeemable preference shares of Norlanka Manufacturing India Private Limited of ₹ 10 each fully paid up, which has a tenure of 7 years from the date of allotment.

In line with Ind As 109 "Financial instruments", the aforesaid preference shares has been classified as compound financial instruments. Accordingly, the value of the instrument on the day of transaction has been bifurcated into equity and debt component basis the valuation report obtained from an accredited independent valuer.

- (b) During the year, the Company has purchased 10,03,200, 0.01% optionally-convertible redeemable preference shares of Digital Ecom Techno Private Limited of ₹ 10 each fully paid up, which will have a tenure of 10 years from the date of allotment.

In line with Ind As 109 "Financial instruments", the fair value of aforesaid preference shares is equivalent to its equity shares on the basis of valuation report obtained from an accredited independent valuer. Therefore, the instrument is recorded as fair value through profit and loss.

- (c) During March 31, 2022, the Company had established share option plans that entitle key managerial personnel and senior employees of the Group to purchase shares in the Company. The employee stock option plan is designed to provide incentives to the employees of the Company, its subsidiaries and step down subsidiaries (collectively referred to as 'the Group') to deliver long-term returns.

The Company has cumulatively granted 17,53,910 stock options (March 31, 2024: 17,53,910 stock options) to key managerial personnel and senior employees of the Group and has accounted for the same as deemed investment in its subsidiaries and step down subsidiaries.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

The list of subsidiaries, step down subsidiaries, joint ventures and associates whose employees/directors have been granted stock options and their related cost is stated below:

Name of the Company	As at March 31, 2025	As at March 31, 2024
Techno Design GMBH	189.49	169.06
Norwest Industries Limited	772.67	733.79
Nor Lanka Manufacturing Limited	186.12	165.24
Spring Near East Manufacturing Company Limited	82.27	72.39
Clover collection Limited	51.88	51.88
Design Arc Asia Limited	39.16	34.55
Kleider Sourcing Hong Kong Limited	29.52	25.54
Krayons Sourcing Limited	29.46	26.03
Twins Asia Limited	41.46	42.23
PDS Far-east Limited	55.33	48.74
Styleberry Limited	10.74	10.74
Progress Manufacturing Group Limited	131.98	120.57
Green Apparel Industries Limited	41.34	40.35
Simple Approach Limited	974.26	937.22
Zamira Fashions Limited	164.19	147.12
Poeticgem International Limited	22.23	20.36
Grupo Sourcing Limited	51.07	52.02
Poeticgem Limited	988.31	920.55
Design Arc Limited	242.70	166.98
PDS Multinational FZCO	29.82	29.82
Norlanka Brands Private Limited	12.22	10.90
Pds Far East Usa	70.24	57.50
PDS Fashion Limited	119.60	91.96
Yellow Octopus EU Spa.ooo	41.85	36.91
	4,377.91	4,012.45

Note 8 : Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current		
Deposits with remaining maturity of more than 12 months (refer note 'a' below)	331.00	331.00
Total	331.00	331.00
Current		
Security deposits (unsecured, considered good) (refer note 'b' and 'c' below)	248.83	71.99
Interest accrued but not due on fixed deposits	200.23	94.62
Dues from related party (refer note 33)	10.05	117.69
Total	459.11	284.30

- Deposits amounting to ₹ 331.00 (March 31, 2024 : ₹ 331.00) are pledged to secure the long term borrowing. The pledged time deposits are deposited with creditworthy bank with no history of default.
- The Company has determined its security deposits are not in the nature of loans and accordingly have been classified as part of other financial assets.
- During the year, the Company has made the deposits with M/s Equentia Financial Service Private Limited amounting to ₹200.00 (March 31, 2024 : Nil) to obtain the factoring facility. The deposits is with the creditworthy financial institution with no history of default.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 9 : Non-current tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Advance income tax, net of provision for income tax	86.59	86.59
Total	86.59	86.59

Note 10 : Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Trade receivable considered good - secured	-	-
(b) Trade receivable considered good - unsecured	11,518.70	14,139.68
(c) Trade receivable which have significant increase in credit risk	-	-
(d) Trade receivable - credit impaired	829.62	-
	12,348.32	14,139.68
Less: Allowance for expected credit loss	829.62	-
Total	11,518.70	14,139.68

- a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.
- b) Trade receivables due from related parties as at March 31, 2025 amounts to ₹ 4,573.92 (March 31, 2024: ₹ 1,095.51). (refer note 33)
- c) Trade receivables are generally on terms of ranging between 90 to 135 days.

Trade Receivable ageing schedule

Particulars	March 31, 2025						Total
	Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	5,032.37	5,024.68	218.94	1,187.20	55.51	-	11,518.70
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	829.62	-	-	829.62
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	5,032.37	5,024.68	218.94	2,016.82	55.51	-	12,348.32
Less: - Allowance for expected credit loss							829.62
Total (B)							829.62
Total (A+B)	5,032.37	5,024.68	218.94	2,016.82	55.51	-	11,518.70

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Trade Receivable ageing schedule

Particulars	March 31, 2024						Total
	Note due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	9,290.68	3,496.44	1,247.79	104.13	0.64	-	14,139.69
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	9,290.68	3,496.44	1,247.79	104.13	0.64	-	14,139.69
Less:- Allowance for expected credit loss							-
Total (B)							-
Total (A+B)	9,290.68	3,496.44	1,247.79	104.13	0.64	-	14,139.69

Note 11 : Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- Current account (refer note 'a' and 'b' below)	4,846.48	5,296.90
- Deposits with original maturity of 3 months or less (refer note 'b' below)*	9,081.51	-
Total	13,928.00	5,296.90

a) Includes funds in transit amounting to ₹ 911.15 (March 31, 2024 : ₹ 2,027.01).

b) Cash and cash equivalents as at March 31, 2025 and March 31, 2024 include restricted cash and bank balances pertaining to following:

Particulars	As at March 31, 2025	As at March 31, 2024
Bank account held by ESOP trust controlled by the Company	143.59	161.36
Balance in unpaid dividend account	135.39	113.57
*QIP monitoring account - Deposits with original maturity of 3 months or less	9,080.00	-
QIP monitoring account - Current account	14.96	-
	9,373.94	274.93

Note 12 : Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits with remaining maturity of more than 3 months but less than 12 months (refer note 'a' below)	3,517.98	7,215.00
Earmarked balances with bank	1.15	1.15
Total	3,519.13	7,216.15

a) Deposits amounting to ₹ 2,850.50 (March 31, 2024 : ₹ 2,665.00) are pledged to secure general banking facility. The pledged time deposits are deposited with creditworthy bank with no history of default.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 13 : Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Considered good, unsecured		
Loan to related party (refer note 33 and note 'a' below)	325.00	-
	325.00	-

- a) Loan receivable from DBS Lifestyle Private Limited, a subsidiary outstanding as at March 31, 2025 carries interest rate of 10.50%. The date of maturity is March 31, 2026.

Note 14 : Other assets

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Balance with government authorities	675.66	527.96
Prepaid expenses	353.24	287.29
Advances to employees	105.87	75.05
Advances to suppliers	57.35	4.69
Other advances	10.69	6.76
Total	1,202.81	901.75

Note 15 : Share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorized		
250,000,000 (March 31, 2024: 250,000,000) equity shares of ₹ 2/- each	5,000.00	2,800.00
	5,000.00	2,800.00
Issued, subscribed and paid up		
141,095,351 (March 31, 2024: 131,736,551) equity shares of ₹ 2/- each	2,821.91	2,634.73
	2,821.91	2,634.73

a) Reconciliation of issued and subscribed share capital:

Particulars	No. of shares*	Amount
Balance as at April 1, 2023	13,07,95,495	2,615.91
Add: Issued during the year		
- to employees under employee stock option plan#	9,75,419	19.51
Less: Treasury shares#	(34,363)	(0.69)
Balance as at March 31, 2024	13,17,36,551	2,634.73
Add: Issued during the year		
- to employees under employee stock option plan#	13,92,856	27.86
- to Qualified institutional buyers^	80,22,388	160.45
Less: Treasury shares#	(56,444)	(1.13)
Balance as at March 31, 2025	14,10,95,351	2,821.91

During the year ended March 31, 2025, Company has issued 13,92,856 equity shares (March 31, 2024 : 9,75,419) the employees who have exercised stock option as per stock option scheme 2021. Further, the Company has purchased 78,000 equity shares (March 31, 2024: 43,419 equity shares) through ESOP trust.

The ESOP trust has transfer 21,556 equity shares (March 31, 2024: 9,056) from trust to employees who exercised there option as per stock option scheme 2021.

* The number of shares are given in absolute numbers.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

^Qualified Institutional Placement ('QIP')

During the year, the Company has allotted 80,22,388 equity shares of ₹ 2/- each at an issue price of ₹ 536/- each aggregating to ₹ 43,000 lakhs through qualified institutional placement ('QIP') process to eligible qualified institutional buyers. These equity shares were allotted on August 27, 2024 and rank pari-passu with existing equity shares.

The QIP issue proceeds are utilised in accordance with the objects of the issue as stated in the placement document. Details of utilisation of QIP issue proceeds are given below:

Particulars	Amount
Source of funds	
Proceeds from Issue	43,000.00
Utilisation of proceeds	
Repayment of loan	27,836.00
Payment towards issue expenses (including taxes)	1,944.04
Total Utilisation of funds	29,780.04
Unutilised fund	13,219.96

Unutilised QIP Proceeds as at March 31, 2025 are available as:-

- Fixed deposits with ICICI bank amounting to ₹ 9,080 and in current account with ICICI bank amounting to ₹ 14.96 l.
 - Fixed deposits with ICICI bank amounting to ₹ 4,125.00 in Nexstyle Apparel Manufacturing Limited, a wholly owned subsidiary.
- b)** The Company has not issued any bonus shares or any shares for consideration other than cash during five years immediately preceding March 31, 2025.
- c) Terms/ rights attached to equity shares:**
- The Company has only one class of equity share having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
 - In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares*	Holding %	No. of shares*	Holding %
Payal Seth	6,96,26,570	49.27%	6,96,26,570	52.79%
Deepak Kumar Seth	1,57,78,670	11.17%	1,57,78,670	11.96%
Sanjiv Dhiresbhai Shah	-	-	68,41,968	5.19%

e) Details of shareholding of Promoters:

Particulars	As at March 31, 2025		
	Number of shares*	% of total shares	% change during the year
Payal Seth	6,96,26,570	49.27%	0.00%
Deepak Kumar Seth	1,57,78,670	11.17%	0.00%
Pallak Seth	13,94,190	0.99%	0.00%
Pulkit Seth	-	0.00%	0.00%
Shefali Seth	-	0.00%	0.00%
Pearl Global Industries Limited	-	0.00%	0.00%
NIM International Commerce LLP	-	0.00%	0.00%

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2024		
	Number of shares*	% of total shares	% change during the year
Payal Seth	6,96,26,570	52.79%	0.36%
Deepak Kumar Seth	1,57,78,670	11.96%	0.00%
Pallak Seth	13,94,190	1.06%	0.00%
Pulkit Seth	-	0.00%	-100.00%
Shefali Seth	-	0.00%	-100.00%
Pearl Global Industries Limited	-	0.00%	-100.00%
NIM International Commerce LLP	-	0.00%	-100.00%

* The number of shares are given in absolute numbers.

Note 16 : Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Capital reserve (refer note (i) below)	8,078.07	8,078.07
Retained earnings (refer note (ii) below)	9,812.84	9,022.99
Securities premium (refer note (iii) below)	47,860.00	3,312.75
Other comprehensive income (refer note (iv) below)	(16.85)	(9.43)
Treasury stock (refer note (v) below)	(810.15)	(521.90)
Share options outstanding (refer note (vi) below)	3,271.70	4,030.22
Balance as at the end of the year	68,195.61	23,912.70

Note : For details, refer 'the Statement of Changes in Equity'

- Capital reserve was created on account of demerger.
- Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserve, if any, dividend and other distributions made to the shareholders.
- Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act
- Other comprehensive income represent the cumulative balances of actuarial gain or loss arising on remeasurements of defined benefit plan is accumulated and recognised within this component of other comprehensive income. Items included in actuarial gain or loss reserve will not be reclassified subsequently to statement of profit and loss.
- This represent the own equity instruments that are reacquired [treasury shares] are recognised at cost and disclosed as deducted from equity.
- The Company has established share based payment plans for certain categories of employees of the Company and its subsidiaries. (refer note 44 for further details on these plans).

Details of dividend distributions proposed:

Particulars	As at March 31, 2025	As at March 31, 2024
Proposed dividend on equity shares:		
Proposed dividend : ₹ 1.70/- per equity share of ₹ 2/- each (March 31, 2024: ₹ 3.15/- per equity share of ₹ 2/- each)	2,398.62	4,149.70
Total proposed dividend on equity shares	2,398.62	4,149.70

Proposed dividend on equity shares is subject to approval by shareholders at the Annual General Meeting and had not been included as a liability in these standalone financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 17 : Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Secured loan		
- Term loan from banks (refer note (i) below)	4,583.34	4,966.29
Less: Current maturities of long term borrowings	(833.33)	(416.66)
Total (A)	3,750.01	4,549.63
Current		
Secured loans		
- From banks (refer note (ii) below)	-	350.00
- Bank overdraft (refer note (iii) and (iv) below)	(133.55)	(29.92)
- Import loan (refer note (v) below)	218.01	978.81
- Current maturities of long term borrowings	833.33	416.66
Total (B)	917.79	1,715.55
Total (A+B)	4,667.80	6,265.18

a) For interest rate and liquidity risk related disclosures, refer note 37.

b) In case of loans from bank, the terms are as under: -

- Long term loan of ₹ 4,583.33 (March 31, 2024 - ₹ 5,000.00) taken by the Company from Bajaj Finance Limited, is guaranteed by lien marked on property located at Plot no. 222, Udyog Vihar, Phase 1, Gurugram - 122022. The tenor of the loan is 84 months (12 months moratorium) and it carries rate of interest of MCLR+0.9 per annum (March 31, 2024 - MCLR +0.7). The date of maturity is July 5, 2030.
- Short term loan of Nil (March 31, 2024 - ₹ 350.00) taken by the Company is guaranteed by Stand By Documentary Credit (SBDC) documents of its step down subsidiary, Norwest Industries Limited with HSBC Hong Kong. The maximum tenor of term loan is Nil days (March 31, 2024: 89 days) and is based on fixed rate of interest of NIL (March 31, 2024 - prevalent bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI guidelines of the appropriate tenor).
- Bank overdraft limit of ₹ 350.00 (March 31, 2024 - ₹ 350.00) taken by the Company from Axis Bank is guaranteed by lien marked on the fixed deposit. The loan is repayable on demand and it carries rate of interest of 9.25% per annum (March 31, 2024 - 9.25% per annum).
- Bank overdraft limit of ₹ 5,000.00 (March 31, 2024 - Nil) taken by the Company from ICICI bank is guaranteed by lien marked on the fixed deposit. The loan is repayable on demand and it carries rate of interest of MCLR/6M+0.4 per annum (March 31, 2024 - Nil).
- Import loan facility of ₹ 840.00 (March 31, 2024 - ₹ 2,000.00) taken by the Company is secured by lien on fixed deposits (March 31, 2024: Guaranteed by Stand By Documentary Credit (SBDC) documents of its step down subsidiary, Norwest Industries Limited) with HSBC Hong Kong. The maximum tenor of term loan is 90 days (March 31, 2024: 89 days) and the rate of interest is fixed based upon the prevalent Bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI regulations of the appropriate tenor.

Note 18 : Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Security deposit (refer to note 'a' below)	186.50	177.57
Employee dues	349.18	424.80
Share based payment liability (refer note 44)	645.05	659.50
Dues to related party (refer note 33)	-	1,764.69
Interest accrued but not due on borrowings		
- From bank	38.70	37.19
Guarantee comission payable (refer note 41)	160.00	-
Unclaimed dividend (refer note 'b' below)	135.39	113.57
Total	1,514.82	3,177.32

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- a) The Company has determined that its security deposits are not in the nature of borrowings and accordingly have been classified as part of other financial liabilities.
- b) It does not include any amount due and outstanding, to be credited to investor education and protection fund.

Note 19 : Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
- Gratuity (refer note 32)	273.57	235.41
Total (A)	273.57	235.41
Current		
- Compensated absences	218.27	237.60
- Gratuity (refer note 32)	6.68	5.67
Total (B)	224.95	243.27
Total (A+B)	498.52	478.68

Note 20 : Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
- Total outstanding dues to micro enterprises and small enterprises (refer note 'c' & 'd' below)	13.18	20.99
- Total outstanding dues to parties other than micro enterprises and small enterprises	8,962.28	13,527.09
	8,975.46	13,548.08

- a) Trade payables are non-interest bearing and are normally settled on 60-day terms, except for Micro and Small Enterprises (if any) which are settled within 45 days.
- b) Trade payables due to related parties as at March 31, 2025 amounts to ₹ 6,475.71 (March 31, 2024: ₹ 12,196.31). (refer note 33)
- c) As per Schedule III of the Companies Act, 2013 and notification number GSR 719 (E) dated November 16, 2007 and as certified by the management, the amount due to Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under:

Particulars	As at March 31, 2025	As at March 31, 2024
- the principal amount (March 31, 2025: ₹ 13.18, March 31, 2024: ₹ 20.99) and the interest (March 31, 2024: Nil, March 31, 2023: Nil) due thereon remaining unpaid to any supplier at the end of each accounting year;	13.18	20.99
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
- the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- d) Disclosure of payable to vendors as defined under the Micro, Small and Medium Enterprises Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company.

Trade Payable ageing schedule

Particulars	As at March 31, 2025					Total
	Accrued liabilities	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payable						
Total outstanding dues to micro enterprises and small enterprises	-	13.18	-	-	-	13.18
Total outstanding dues to parties other than micro enterprises and small enterprises	274.11	7,892.64	7,95.53	-	-	8,962.28
Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	274.11	7,905.82	795.53	-	-	8,975.46

Particulars	As at March 31, 2024					Total
	Accrued liabilities	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payable						
Total outstanding dues to micro enterprises and small enterprises	-	20.99	-	-	-	20.99
Total outstanding dues to parties other than micro enterprises and small enterprises	303.89	13,189.15	-	34.05	-	13,527.09
Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	303.89	13,210.14	-	34.05	-	13,548.08

Note 21 : Other liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Others	1.15	1.15
Total (A)	1.15	1.15
Current		
Deferred income on security deposit received	27.39	35.75
Statutory dues	357.75	196.48
Total (B)	385.14	232.23
Total (A+B)	386.29	233.38

Note 22: Deferred tax

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	457.96	180.82
Deferred tax liabilities	472.07	342.67
Total deferred tax liabilities (net)	(14.11)	(161.85)

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Movement in deferred tax liabilities (net)

Particulars	As at April 01, 2024	Recognized in Statement of Profit and Loss	Recognized in Statement of Other Comprehensive income	As at March 31, 2025
Deferred tax assets relates to the following:				
Provision for employee benefits	120.48	2.60	2.50	125.58
Provision for doubtful debts	-	208.80	-	208.80
Lease liability	60.34	63.24	-	123.58
	180.82	274.64	2.50	457.96
Deferred tax liability relates to the following:				
Property, plant and equipment	249.79	76.37	-	326.16
Others	92.88	53.03	-	145.91
	342.67	129.40	-	472.07
Total deferred tax liabilities (net)	(161.85)	145.24	2.50	(14.11)

Particulars	As at April 01, 2023	Recognized in Statement of Profit and Loss	Recognized in Statement of Other Comprehensive Income	As at March 31, 2024
Deferred tax assets relates to the following:				
Provision for employee benefits	77.78	38.20	4.50	120.48
Lease liability	46.17	14.17	-	60.34
	123.95	52.37	4.50	180.82
Deferred tax liability relates to the following:				
Property, plant and equipment	183.03	66.76	-	249.79
Deferred income on security deposit received	15.41	(15.41)	-	-
Others	119.25	(26.37)	-	92.88
	317.69	24.98	-	342.67
Total deferred tax liabilities (net)	(193.74)	27.38	4.50	(161.85)

Note 23 : Revenue from operations

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of services		
- Corporate and sourcing support services (refer note 33)	11,148.13	10,018.42
Sale of goods	34,418.97	52,165.87
Other operating income	-	357.68
Total	45,567.10	62,541.97

Note 24 : Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Rental income	456.45	-
Interest income		
- on fixed deposits carried at amortised cost	924.69	203.13
- on loan to related party at amortised cost (refer note 33)	25.24	-
Unwinding of discount on deposits carried at amortised cost	3.40	4.42
Foreign exchange fluctuation (net)	112.87	165.01

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit on sale of property, plant and equipment	3.51	-
Dividend income	6,290.71	7,143.62
Gain on fair revaluation of investment carried at fair value through profit or loss	239.82	16.01
Gain on sale of short-term investments	160.99	-
Gain on termination of lease	14.31	-
Miscellaneous income	86.04	39.34
Total	8,318.03	7,571.53

Note 25 : Purchase of stock in trade

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchase of stock-in-trade	32,434.87	47,255.18
Total	32,434.87	47,255.18

Note 26 : Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	6,194.65	5,505.19
Contribution to provident and other fund (refer note 32)	150.91	128.87
Gratuity expense (refer note 32)	90.03	79.64
Staff welfare expenses	83.92	42.23
Employee share compensation expense (refer note 44)	245.81	412.18
Total	6,765.32	6,168.11

Note 27 : Finance cost

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense		
- on bank loans	552.57	426.48
- on unwinding of discount on security deposit received	8.93	12.31
- on bank overdraft	28.21	28.48
- on vehicle loan	-	0.18
- on lease obligation (refer note 40)	57.96	28.49
- on others	25.98	2.05
Total	673.65	497.99

Note 28 : Depreciation and amortization expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of property plant and equipment (refer note 4)	298.56	255.34
Depreciation of investment property (refer note 5)	92.02	66.50
Amortization of intangible assets (refer note 6)	98.46	215.19
Depreciation on right to use of assets (refer note 4 and 40)	122.95	140.51
Total	611.99	677.55

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 29 : Other expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Electricity charges	67.29	59.05
Rent	21.01	10.18
Rates and taxes	34.33	66.62
Insurance	128.33	130.88
Repair and maintenance		
- Building	1.74	14.95
- Others	82.90	45.53
Recruitment expense	31.50	20.95
Security expenses	11.00	11.66
Sampling and designing	198.00	72.95
Advertisement and business promotion	337.56	275.47
SAP expenses	410.23	428.54
Legal and professional charges	717.18	594.06
Postage and courier	102.63	77.26
Commission and brokerage	1,206.92	4,158.11
Travelling and conveyance	519.78	506.45
Communication costs	13.84	22.51
Printing and stationery	26.04	26.83
Freight cost	223.68	267.40
Bank charges	111.27	106.12
License fees	358.12	183.65
Auditor's remuneration (refer note 'a' below)	99.03	69.84
Provision for doubtful debts	829.62	4.94
Loss on sale of property, plant and equipment	-	4.95
Corporate social responsibility expenses (refer note 43)	63.42	56.72
Miscellaneous expenses	155.97	113.92
Total	5,751.39	7,329.54

a) Details of payment made to auditors is as follows: (excluding taxes)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
As auditor:		
- Statutory audit fee	30.61	27.83
- Limited review Fee	41.74	37.95
- Special purpose audit fee	7.00	-
- Tax audit fee	1.39	1.27
- Others*	18.29	2.79
Total	99.03	69.84

*Includes fees related to certificates and out of pocket reimbursement and excludes ₹ 88.17 (March 31, 2024: Nil) towards fees related to issue of equity shares through QIP which has been adjusted with the securities premium reserve as share issue expenses.

Note 30 : Earnings per share (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year whereas diluted earnings per share is computed using the weighted average number of common and dilutive equivalent shares except for the case where the result becomes anti- dilutive.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to the equity holders	7,274.75	7,907.96
Weighted average number of equity shares for basic EPS*	13,71,57,636	13,13,02,128
Effect of dilution:		
Employee stock option plan*	18,91,140	25,78,205
Weighted average number of equity shares for diluted EPS*	13,90,48,776	13,38,80,333
Earning per Equity share (in ₹)		
Basic earnings per share (in ₹) (face value ₹2/- per share)	5.30	6.02
Diluted earnings per share (in ₹) (face value ₹ 2/- per share)	5.23	5.91

*The number of shares are given in absolute numbers.

Note 31: Income tax

Income tax expense in the Statement of Profit and Loss

The major components of income tax expense for the years ended March 31, 2025 and March 31, 2024 are:

Statement of profit and loss:	Year ended March 31, 2025	Year ended March 31, 2024
Tax expense:		
a) Current tax	518.40	304.55
b) Deferred tax credit	(145.24)	(27.38)
Income tax expense reported in the Statement of Profit and Loss	373.16	277.17

Reconciliation of tax expense and the accounting profit multiplied by Company's domestic tax rate for March 31, 2025 and March 31, 2024

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Accounting profit before tax	7,647.91	8,185.13
At Company's statutory income tax rate of 25.168% (March 31, 2023: 25.168%)	1,924.83	2,060.02
Tax impact on permanent difference on dividend income*	(1,583.25)	(1,797.91)
Corporate Social Responsibility	15.96	14.28
Others	15.62	0.78
At the effective income tax rate	373.16	277.17

Income tax recognized in other comprehensive income

Deferred tax related to items recognized in OCI during the year:	Year ended March 31, 2025	Year ended March 31, 2024
Net loss on remeasurements of defined benefit plans	2.50	4.50
Net amount charged to OCI	2.50	4.50

*During the year the Company has received the dividend of ₹ 6,290.71 (March 31, 2024 ₹ 7,143.62) from its subsidiaries, which the Company has set aside for the purpose of distributions of dividend to the shareholders of the company. Accordingly, the Company is eligible for the deduction as prescribed under Section 80M of The Income Tax Act, 1961.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 32 : Employee benefit plans

1) Defined contribution plans

The Company makes contribution towards Employees Provident Fund. Under the rules of these schemes, the Company is required to contribute a specified percentage of payroll costs. During the year, the Company have recognized the following amounts in the Statement of Profit and Loss under the Company's contribution to defined contribution plans.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Employer's contribution to provident fund/ pension fund	150.91	128.87
Total	150.91	128.87

The contribution payable to these schemes by the Company are at the rates specified in the rules of the schemes.

2) Defined benefit plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected unit credit method" was carried out, through which the Company is able to determine the present value of obligations. "Projected unit credit method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

i) Gratuity scheme

The Company has defined benefit gratuity plan. Gratuity is calculated as 15 days salary for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination/ resignation. The benefit vests on completing 5 years of service by the employee. The Company makes provision of such gratuity liability in the books of account on the basis of actuarial valuation as per projected unit credit method.

- a) The following tables summarize the components of net benefit expense recognized in the Statement of Profit and Loss and amounts recognized in the Balance Sheet for the defined benefit plan (viz. gratuity). These have been provided on accrual basis, based on year end actuarial valuation.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Change in benefit obligation		
1) Opening defined benefit obligation	241.08	178.18
2) Add: Interest cost	17.43	13.17
3) Add: Current service cost	72.60	66.47
4) Less: Benefits paid	(60.78)	(34.60)
5) Add: Actuarial loss	9.92	17.86
Present value of obligation as at the end of the year	280.25	241.08

- b) The following tables summarise the net benefit expense recognized in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Service cost	72.60	66.47
Interest cost	17.43	13.17
Components of defined benefit costs recognized in statement of profit and loss	90.03	79.64
Actuarial losses on defined benefit plans	9.92	17.86
Components of defined benefit costs recognized in other comprehensive income	9.92	17.86
Total	99.95	97.50

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

c) Bifurcation of actuarial loss on gratuity:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Remeasurement due to:		
Effect of change in financial assumptions	(12.32)	(13.48)
Effect of experience adjustment	2.40	(4.38)
Total amount recognized in other comprehensive income	(9.92)	(17.86)

d) Significant actuarial assumptions at the Balance Sheet date are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Economic assumptions		
1) Discount rate	6.93%	7.23%
2) Future salary growth rate	5.50%	5.50%
Demographic assumptions		
1) Retirement age	58 years	58 years
2) Mortality rate	Indian Assured Lives Mortality (2012-14) (modified) ultimate	Indian Assured Lives Mortality (2012-14) (modified) ultimate
3) Employee turnover / attrition rate		
Ages up to 30	3.00%	3.00%
Ages from 31-44	2.00%	2.00%
Above 44	1.00%	1.00%

e) Net liabilities recognized in the Balance Sheet for benefit obligation

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Present value of obligation	280.25	241.08
Net liability	280.25	241.08

f) A quantitative sensitivity analysis for significant assumption as is as shown below:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Impact on liability	
A. Discount rate		
0.5% increase in discount rate	(13.08)	(11.63)
0.5% decrease in discount rate	14.11	12.54
B. Salary escalation rate		
0.5% increase in salary escalation rate	11.66	11.15
0.5% decrease in salary escalation rate	(11.10)	(10.91)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Sensitivities due to morality and withdrawals are not expected to be significant.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

g) Description of Risk Exposures:

Salary increase	Actual salary increase will increase the defined benefit liability. Increase in salary increase rate assumption in future valuations also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the liability.
Mortality and disability	Actual details and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact defined benefit liability.

h) The weighted average duration of the defined obligation as at March 31, 2025 on an average is 15.52 years (March 31, 2024: 16.15 years)

i) Maturity profile of defined benefit obligation is as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
1 year	9.87	5.67
2 to 6 years	99.10	62.68
More than 6 years	171.28	172.73

j) The estimates of future salary increases considered in actuarial valuation take account of factors, such as supply and demand in the employment market.

k) The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Note 33 : Related party disclosures

a) List of related parties

i) Parties where control exists:

Name of related party	Nature of relationship
Technocian Fashions Private Limited	Subsidiary companies
DBS Lifestyle India Private Limited	
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary companies
Dizbi Private Limited*	
NexStyle Apparel Manufacturing Limited**	Step down subsidiary companies
PDS Brands Private Limited	
Multinational Textile Group Limited	
Casa Forma Limited	
PDS Sourcing Limited	
PDS Asia Star Corporation Limited	
Simple Approach Limited	
Simple Approach Home Limited***	
Moda & Beyond Limited (Erstwhile Moda and Beyond Limited)***	
Wonderwall (F.E) Limited, Hongkong***	
Wonderwall (F.E) Limited, United Kingdom***	
Simple Approach Bangladesh Private Limited	
Zamira Fashion Limited Zhongshan	
PG Group Limited	
Techno Design HK Limited	
Norwest Industries Limited	
Poeticgem International Limited	
PDS Sourcing Bangladesh Limited (Erstwhile known as Multinational OSG Services Bangladesh Private Limited)	
PDS Smart Fabric Tech Limited	

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Nature of relationship
Techno Design GmbH	
Poetic Brands Limited	
Poeticgem Limited	
PDS Trading (Shanghai) Company Limited	
Simple Approach (Canada) Limited	
PDS Brands Manufacturing Limited	
PG Home Group Limited	
PG Shanghai Manufacturer Co. Limited	
360 Notch Limited	
PDS Fashions Bangladesh Limited***	
Design Arc Europe SPA	
Sourcing Solutions Limited	
Krayons Sourcing Limited	
Design Arc Asia Limited	
Nor Lanka Manufacturing Limited	
Design Arc-Europe Limited	
Kleider Sourcing Hong Kong Limited	
Kleider Sourcing Limited	
Rising Asia Star Hong Kong Co., Limited	
Northern Apparel Limited (Erstwhile PDS Tailoring Limited)	
Spring Near East Manufacturing Company Limited	
Clover Collections Limited	
PG Group SPA	
PG Home Group SPA	
Nor Lanka Manufacturing Colombo Limited	
Brand Collective Limited	
PDS Fashion USA Limited	
PDS Ventures Limited, Mauritius	
Progress Manufacturing Group Limited	
Progress Apparels (Bangladesh) Limited	
GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)	
Grupo Sourcing Limited, Hongkong	
Sne Moda Tasarim Sanayi ve Ticaret Anonim Sirketi**	
JJ Star Industrial Limited*	
Twins Asia Limited	
Nor Lanka Progress Private Limited	
Blueprint Design Limited*	
Design Arc UK Limited	
Grupo Sourcing Limited, Bangladesh	
Fareast Vogue Limited	
PDS Far-east Limited	
Kindred Brands Limited	
Styleberry Limited	
PDS Global Procurement Service FZCO	
GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)	
Zamira Fashion Limited	
PDS Far East USA, Inc.	
PDS Ventures Limited, Hongkong	
Apex Black Limited	
Casa Collective Limited	
Smart Notch (Shanghai) Limited	

Step down subsidiary companies

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Nature of relationship
Jcraft Array Limited	
Techno Sourcing Dis Ticaret Anonim Sirketi***	
Upcycle Labs Limited	
Angelic Partners Limited**	
Kindred Fashion Limited*	
Recovered Clothing Limited	
Design Arc FZCO	
S. Oliver Fashion India Private Limited	
PDS Fashions Limited	
Spring Near East FZCO	
Kleider Sourcing FZCO	
Twins Asia FZCO	
Techno Sourcing BD Limited	
Clover Collections FZCO	
PDS Manufacturing Limited	
Poeticgem International FZCO	
PDS Multinational FZCO	
Spring Design London Limited	
LillyandSid Limited	
Brand Collective Corporation Limited	
S.O.T. Garments India Private Limited*	
Pangram Brands Global Private Limited***	
Suri Overseas Private Limited	
Sunny Up Limited	
Techno Design USA LLC	
Techno (Shanghai) Trading Co. Limited***	
Lily and Lionel London Limited	
Design Arc Brands Limited	
PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited)	Step down subsidiary companies
PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)	
PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)	
New Lobster Limited***	
Online Enterprise HK Limited (Erstwhile PDS Online Enterprise HK Limited and PDS Design Services Limited)	
DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)	
Skoep Apparels FZCO	
Infinity Fashion FZCO	
PDS Logistics FZCO	
PDS Lifestyle Limited UK***	
PDS Sourcing FZCO	
PDS Brands Manufacturing FZCO	
Simple Approach Trading FZCO**	
PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)***	
Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	
Design Hub Sourcing FZCO***	
PDS Radius Brands FZCO***	
The Source Fashions Platform FZCO***	
Collaborative Sourcing Services FZCO	
Nodes Studio LDA*	
New Lobster USA LLC**	
Progressive Crusade Unipessoal LDA***	
Home Sourcing Solutions Limited***	
Sourcing Solutions Europe BVBA	

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Nature of relationship
The Brand Group Limited***	
Infinity Fashion Tedarik Hizmetleri Anonim Sirketi (Erstwhile George Tedarik Hizmetleri Anonim Sirketi)***	
Collective Near East Sourcing Services FZCO***	
DH Sourcing Limited***	
Northern Brands Limited (Erstwhile Subtract Retail Limited)**	
Positive Materials Limited**	
Roksanda UK Limited**	
OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited)**	
Poeticgem Europe Limited**	
Sunny UP US Limited**	
PDS MEA Limited**	
PDS Online Enterprise USA Inc**	
Brand Collective BCPT, Unipessoal LDA**	
Adaptive Fashion Limited (Erstwhile Unhidden-UK Limited)**	
PDS North America LLC**	
Onme Soho Health and Beauty FZCO, UAE**	
Onme Soho Health And Beauty Limited**	
Pangram Celebrity Brands Private Limited**	
Tritron Fashion FZCO**	
Kontemporary Koncepts Private Limited**	
Vivere London Limited***	
PG Capital FZE	

ii) Other related party where transactions have taken place:

Name of related party	Nature of relationship
Digital Ecom Techno Private Limited	Joint venture
GWD Enterprise Limited	Associate

iii) Controlled trust

Name of related party	Nature of relationship
PDS Multinational Fashions ESOP Trust	Controlled trust

iv) Key managerial personnel ('KMP')

Name of related party	Nature of relationship
Mrs. Payal Seth (Non Executive Director)^#	
Mr. Deepak Seth (Non Executive Director)	
Mr. Pallak Seth (Executive Director)	
Mr. Parth Gandhi (Non Executive-Non Independent Director)	
Mr. Nishant Parikh (Non Executive -Independent Director)	
Mr. Mungo Park (Non Executive -Independent Director)^#	
Mrs. Yael Gairola (Non Executive - Non Independent Director)	Key Managerial Personnel
Mr. Robert Sinclair (Non Executive- Independent Director)	
Mr. BG Srinivas (Additional Non-Executive & Independent Director)	
Ms. Sandra Campos (Non Executive- Independent Director)\$	
Mr. Sanjay Jain (Chief Executive Officer)	
Mr. Rahul Ahuja (Chief Financial Officer)	
Mr. Abhishek Kanoi (Head of Legal & Company Secretary)	

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

b) Transactions with related parties

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2025	Year ended March 31, 2024
Multinational Textiles Group Limited	Wholly owned subsidiary company	Corporate & sourcing support services income	10,027.71	9,068.98
		Investment in equity shares	27,873.82	-
		Dividend income	6,288.45	7,066.95
PDS Global Procurement Services FZCO	Step down Subsidiary company	Corporate & sourcing support services income	284.21	260.26
Brand Collective Limited	Step down Subsidiary company	Corporate & sourcing support services income	4.64	13.30
		Corporate & sourcing support services income	5.07	137.58
PDS Multinational FZCO	Step down Subsidiary company	Corporate & sourcing support services income	173.52	178.95
PDS Asia Star Corporation Limited	Step down Subsidiary company	Corporate & sourcing support services income	120.88	359.36
		Corporate & sourcing support services income	47.14	-
GWD Enterprise Limited	Associate	Corporate & sourcing support services income	469.95	-
		Corporate & sourcing support services income	126.22	175.97
		Miscellaneous income	27.51	-
PDS Manufacturing Limited	Step down subsidiary company	Dividend income	-	76.67
		Rental income	0.12	0.12
		Investment in equity shares	15.70	-
Design Arc Asia Limited	Step down Subsidiary company	Investment in preference shares	100.32	-
		Corporate & sourcing support services income	15.00	-
		Investment in preference shares	-	740.00
Technocian Fashions Private Limited	Subsidiary company	Rental income	-	3.10
		Purchase of stock-in-trade	2,716.99	4,349.39
		Purchase of stock-in-trade	16,635.63	16,862.59
Digital Ecom Techno Private Limited	Joint venture	Purchase of stock-in-trade	6.86	-
		Purchase of stock-in-trade	4,435.00	-
		Purchase of stock-in-trade	2,354.60	597.29
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Purchase of stock-in-trade	127.35	98.28
Norlanka Brands Private Limited	Step down subsidiary company			
Norlanka Manufacturing Limited	Step down Subsidiary company			
Twins Asia Limited	Step down Subsidiary company			
PDS Trading (Shanghai) Co.Limited	Step down Subsidiary company			
Nexstyle Apparel Manufacturing Limited	Wholly owned subsidiary company			
Spring Near East FZCO	Step down Subsidiary company			
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	Step down subsidiary company			

Notes to the Standalone Financial Statements

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(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2025	Year ended March 31, 2024
Krayon Sourcing Limited	Step down subsidiary company	Commission and brokerage expenses	42.89	35.93
Spring Near East Manufacturing Company Limited	Step down Subsidiary company		-	91.90
Design Arc UK Limited	Step down Subsidiary company		-	1,105.66
Twins Asia Limited	Step down Subsidiary company		-	1,258.06
Design Arc Asia Limited	Step down Subsidiary company		-	45.20
Jcraft Array Limited	Step down subsidiary company		12.17	18.58
PDS Fashion Limited	Step down Subsidiary company		1,149.69	1,531.68
DBS Lifestyle Private Limited	Subsidiary Company	Commission and brokerage expenses	-	57.73
		Loan given	325.00	-
		Interest on Loan	25.24	-
		Sampling expenses	180.00	77.53
Mr. Sanjay Jain	Key managerial personnel	Salary	1,502.77	879.78
Mr. Rahul Ahuja	Key managerial personnel	Salary	352.25	201.47
Mr. Abhishekh Kanoi	Key managerial personnel	Salary	130.55	109.66
Mr. Rahul Ahuja	Key managerial personnel	Advance given	65.00	-
Mr. Rahul Ahuja	Key managerial personnel		61.65	140.05
Mr. Abhishekh Kanoi	Key managerial personnel	Employee stock compensation expense	12.46	23.20
Mr. Parth Gandhi	Key managerial personnel		35.52	40.17

c) Year end payable balances of related parties

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2025	Year ended March 31, 2024
Technocian Fashions Private Limited	Subsidiary company	Security deposit	42.27	42.27
GoodEarth Apparels Ltd. (Formerly Green Smart Shirts Limited)	Step down subsidiary company	Trade payable	135.18	27.41
Nor Lanka Manufacturing Limited	Step down subsidiary company	Trade payable	712.05	1,208.04
Twins Asia Limited	Step down subsidiary company	Trade payable	4,143.73	10,646.29
Spring Near East FZCO	Step down subsidiary company	Trade payable	627.85	314.57
Krayon sourcing limited	Step down subsidiary company	Trade payable/ Due to related parties	232.21	209.11

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2025	Year ended March 31, 2024
Styleberry Limited	Step down subsidiary company	Trade payable/ Due to related parties	76.28	85.13
Jcraft Array Limited	Step down subsidiary company	Trade payable/ Due to related parties	109.56	107.15
Spring Near East Manufacturing Company Limited	Step down subsidiary company	Trade payable/ Due to related parties	20.94	23.47
PDS Fashion Limited	Step down subsidiary company	Trade payable/ Due to related parties	198.60	494.79
Design Arc UK	Step down subsidiary company	Trade payable/ Due to related parties	207.71	622.74
Design Arc Asia Limited	Step down subsidiary company	Due to related parties	-	87.04
Digital Ecom Techno Private Limited	Associate	Trade payable	6.26	-
DBS Lifestyle India Private Limited	Subsidiary company	Due to related parties	-	135.26
PDS Trading (Shanghai) Co.Limited	Subsidiary company	Trade payable	5.34	-
Mr. Abhishekh Kanoi	Key managerial personnel	Salary payable	5.09	4.77
Mr. Rahul Ahuja	Key managerial personnel	Salary payable	6.60	8.18
Mr. Sanjay Jain	Key managerial personnel	Salary payable	20.96	16.01

d) Year end receivable balances of related parties

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2025	Year ended March 31, 2024
Technocian Fashions Private Limited	Subsidiary company	Trade receivable	-	1.30
		Due from related Parties	0.47	-
Digital Ecom Techno Private Limited	Joint venture	Trade receivable	-	0.27
		Due from related Parties	9.59	-
Multinational Textile Group Limited	Wholly owned subsidiary company	Trade receivable	4,150.88	670.61
PDS Global Procurement Services FZCO	Step down subsidiary company	Trade receivable	190.52	260.26
PDS Multinational FZCO	Step down subsidiary company	Trade receivable	-	137.58
PDS Asia Star Corporation Limited	Step down subsidiary company	Trade receivable	21.72	17.95
Brand Collective Limited	Step down subsidiary company	Trade receivable	12.19	7.55
Design Arc Asia Limited	Step down subsidiary company	Trade receivable	57.73	-
PDS Manufacturing Limited	Step down subsidiary company	Trade receivable	47.14	-
DBS Lifestyle India Private Limited	Step down subsidiary company	Loan	325.00	-
		Trade receivable	23.82	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2025	Year ended March 31, 2024
Poeticgem International Limited	Step down subsidiary company	Due from related Parties	-	1.29
PDS Brands Private Limited	Wholly owned subsidiary company	Due from related Parties	-	113.30
		Trade receivable	21.49	
Nexstyle Apparel Manufacturing Limited	Wholly owned subsidiary company	Trade receivable	48.43	-
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Due from related Parties	-	3.10
Mr. Rahul Ahuja	Key managerial personnel	Advance	65.00	-

e) Investment in shares held

Name of related party	Relationship	Nature of transaction	Year ended March 31, 2025	Year ended March 31, 2024
Multinational Textile Group Limited	Wholly owned subsidiary company	Investment	37,924.07	10,050.25
DBS Lifestyle Private Limited	Subsidiary company	Investment	2,100.00	2,100.00
Technocian Fashions Private Limited	Subsidiary company	Investment	2.75	2.75
DIZBI Private Limited	Wholly owned subsidiary company	Investment	-	1.00
PDS Brands Private Limited	Wholly owned subsidiary company	Investment	1.00	1.00
Nexstyle Apparel Manufacturing Limited	Wholly owned subsidiary company	Investment	4,435.00	-
Norlanka Manufacturing India Private Limited	Wholly owned subsidiary company	Investment	834.55	785.97
Digital Ecom Techno Private Limited	Joint venture	Investment	116.02	-

f) Key management personnel compensation

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Short-term employee benefits	1,985.57	1,305.06
Employee stock compensation expense	109.63	203.42

* Dissolved during the year ended March 31, 2025.

** Acquired/incorporated during the year ended March 31, 2025.

*** Acquired/incorporated during the year ended March 31, 2024.

^ Mrs. Payal Seth is the largest shareholder.

#Mrs. Payal Seth and Mr. Mungo park has resigned from the office with effect from March 31, 2025.

§The Board of Directors of the Company has appointed Ms. Sandra Campos as an Additional (Non-Executive & Independent) Director for a period of 2 years from November 28, 2023 to November 27, 2025.

g) Other transaction

- The Company had a secured loan from HSBC Bank for which stand by documentary credit limit has been provided by its step down subsidiary namely Norwest Industries Limited - Hong Kong till March 31, 2024.
- During the year, the company has given guarantee to the bank for its various subsidiaries as security against the facility provided by the bank towards the working capital. The guarantee given by the company is for the period of 10 years for an amount of ₹ 1,05,973.50 (March 31, 2024 : NIL) (Refer note 41).

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

h) Terms and conditions of transactions and outstanding balances with related parties:

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Terms and conditions for outstanding balances at the year-end are as follows;

- 1) Trade payable- The outstanding balances are unsecured. (refer note 20)
- 2) Dues to employees and dues to related party- The outstanding balance are unsecured. (refer note 18)
- 3) Investments- The outstanding balances are unsecured (refer note 7 for further details)
- 4) Trade receivables- The outstanding balances are unsecured. (refer note 10)
- 5) Dues from related party- The outstanding balances are unsecured. (refer note 8)
- 6) Advance to employees- The outstanding balances are unsecured. (refer note 14)
- 7) Loan - The outstanding balance are unsecured and carries at interest rate of 10.50%. (refer note 13)
- 8) Corporate guarantee - The outstanding balance are unsecured. (refer note 41)

i) In respect of figures disclosed above:

- (i) the amount of transactions/ balances are without giving effect to the Ind AS adjustments on account of fair valuation/ amortization.
- (ii) Remuneration and outstanding balances of KMP does not include long term benefits by way of gratuity and compensated absences, which are currently not payable and are provided on the basis of actuarial valuation by the Company.

j) There are no reportable transactions/balances as required under Regulation 34(3) of SEBI (Listing and Other Disclosure requirements) Regulations, 2015.

Note 34: Capital management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to our shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company's capital and adjusted net debt position is given below:

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings (refer note 17)	4,667.80	6,265.18
Less: Cash and cash equivalents (refer note 11)	(13,928.00)	(5,296.90)
Less: Bank balances other than cash and cash equivalents (refer note 12)	(3,519.13)	(7,216.15)
Adjusted net debt (A)	(12,779.33)	(6,247.87)
Equity share capital (refer note 15)	2,821.91	2,634.73
Other equity (refer note 16)	68,195.61	23,912.70
Total capital (B)	71,017.52	26,547.43
Capital and net debt(A+B)	58,238.19	20,299.56

- a) No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.
- b) For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the Company.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 35 : Fair value disclosure

a) The carrying amounts of financial assets by categories is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets measured at cost		
Investment in subsidiaries	49,473.50	16,596.88
Investment in joint venture	15.70	-
Total (A)	49,489.20	16,596.88
Financial assets measured at amortized cost		
Trade receivables	11,518.70	14,139.68
Cash and cash equivalents	13,928.00	5,296.90
Bank balance other than cash and cash equivalents	3,519.13	7,216.15
Loans	325.00	-
Other financial assets	790.11	615.30
Total (B)	30,080.94	27,268.03
Financial assets measured at fair value through profit and loss		
Investments	2,131.71	1,667.11
Total (C)	2,131.71	1,667.11
Total (A+B+C)	81,701.85	45,532.02

b) The carrying amounts of financial liabilities by categories is as follows:

Particulars	Carrying values	
	As at March 31, 2025	As at March 31, 2024
Financial liabilities measured at amortized cost		
Borrowings	4,667.80	6,265.18
Trade payables	8,975.46	13,548.08
Lease liability	491.01	239.74
Other financial liabilities	709.77	2,517.82
Total (A)	14,844.04	22,570.82
Financial liabilities measured at fair value through profit and loss		
Share based payment liability	645.05	659.50
Guarantee comission payable	160.00	-
Total (B)	805.05	659.50
Total (A+B)	15,649.09	23,230.32

The fair value of trade receivables, cash and bank balances, loans, other financial assets, borrowings, lease liabilities, trade payables and other financial liabilities are considered to be equal to the carrying amount of these items due to their short term nature.

Note 36 : Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

The fair value hierarchy of financial assets and financial liabilities as at March 31, 2025 is as follows

Particulars	As at March 31, 2025	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Investments	2,131.71	-	1,569.27	562.44
Total	2,131.71	-	1,569.27	562.44
Financial liabilities measured at fair value through profit and loss				
Share based payment liability	645.05	-	645.05	-
Guarantee comission payable	160.00	-	-	160.00
Total	805.05	-	645.05	160.00

The fair value hierarchy of financial assets and financial liabilities as at March 31, 2024 is as follows

Particulars	As at March 31, 2024	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Investments	1,814.40	-	1,253.57	560.83
Total	1,814.40	-	1,253.57	560.83
Financial liabilities measured at fair value through profit and loss				
Share based payment liability	659.50	-	659.50	-
Total	659.50	-	659.50	

The movements in fair value measurements within level 3 during the year are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
At the beginning of the year	560.83	57.00
Addition	1.61	503.83
At the end of the year	562.44	560.83

There have been no transfer between level 1, level 2 and level 3 category during the year ended March 31, 2025 and March 31, 2024.

i) **Valuation technique used to determine fair value:**

Investment in Parc design investment limited: The investment (19%) has been valued at fair value based on exit price as per Ind AS 113, being determined based on a firm commitment by a buyer, secured by an agreement.

Investment in Waterbridge Ventures II (Trust): The investment has been valued at net assets value (NAV) obtained from the the trust as at the reporting date.

Investment in Fireside Ventures Investment Fund III ("Fund"): The investment has been valued at NAV obtained from the the fund as at the reporting date.

Investment in preference shares of Norlanka Manufacturing India Private Limited: The investment has been determined by an external independent registered valuer as at the reporting date.

Investment in preference shares of Digital Ecom Techno Private Limited: The investment has been determined by an external independent registered valuer as at the reporting date.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Level	Valuation technique	Unobservable input	Relationship of unobservable input to fair value
Financial assets at fair value through statement of profit and loss	Level 3	Market approach	Enterprise-value ("EV")	Increase/decrease in EV would result in increase/ decrease in fair value
	Level 3	Income approach	Discount rate	Increase/decrease in discount rate would result in decrease/ increase in fair value

Share based payment liability: The fair value of share based payment liability (Cash settled options) is determined using underlying value of the equity shares of the company.

Guarantee commission payable: The fair value of liability is determined using loss given default approach based on the derived credit rating of the group.

Note 37: Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade and other payables, security deposit received, employees payable, dues to related party, share based payment liability, interest accrued but not due on borrowings, commission payable on guarantee and unclaimed dividend. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations.

The Company's principal financial assets includes investment in subsidiaries and joint venture, security deposits, dues from related party, trade receivables, cash and cash equivalents, interest accrued but not due on fixed deposits, loans and other bank balances.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior level personnel oversees the management of these risks.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk applicable in case of the Company primarily includes interest rate risk, currency risk and equity price risk.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's interest bearing debt obligations.

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	218.00	1,328.81
Fixed rate borrowings	4,449.80	4936.37
	4,667.80	6,265.18

Particulars	Increase or decrease in basis points	Effect on equity	Effect on profit before tax
March 31, 2025			
INR	+50	(0.82)	(1.09)
	-50	0.82	1.09
March 31, 2024			
INR	+50	(4.97)	(6.64)
	-50	4.97	6.64

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for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

ii) Foreign currency risk

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

Particulars	Currency	As at March 31, 2025	As at March 31, 2024
Trade receivable	USD	9,374.26	10,374.16
Trade receivable	GBP	561.48	288.38
Cash and cash equivalents	USD	1,819.76	4,228.86
Cash and cash equivalents	GBP	274.89	93.75
Borrowings	USD	(218.01)	(833.38)
Due to related parties	USD	-	(978.77)
Due to related parties	GBP	-	(562.86)
Trade payable	USD	(6,270.85)	(11,854.33)
Trade payable	GBP	-	(314.57)
Net exposure		5,541.53	441.24

Sensitivity

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rate, with all other variables held constant.

Particulars	Change in FC exchange rate by	Impact on profit or loss			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
USD Sensitivity	5%	235.26	46.83	(235.26)	(46.83)
GBP Sensitivity	5%	41.82	(24.76)	(41.82)	24.76

Particulars	Change in FC exchange rate by	Impact on equity			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
USD Sensitivity	5%	176.05	35.04	(176.05)	(35.04)
GBP Sensitivity	5%	31.29	(18.53)	(31.29)	18.53

iii) Equity price risk

The Company does not have any equity price risk.

B. Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in finance loss to the Company. The Company continuously monitors defaults of customers and other counterparties and incorporate this information into its credit risk control. The Company also uses expected credit loss model to assess the impairment loss in trade receivables and makes an allowance of doubtful trade receivables using this model.

i) Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating. Outstanding customer receivables are regularly monitored. The Company limits its exposure to credit risk from trade receivables by establishing a appropriate credit period for customer. Loss rates are based on actual credit loss experience and past trends. The Company creates provision for doubtful debts on case to case basis.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Less than 30 days	30 to 90 days	More than 90 days	Total
Trade receivables as of March 31, 2025	5,452.00	3,104.82	3,791.50	12,348.32
Trade receivables as of March 31, 2024	10,547.39	1,821.81	1,770.48	14,139.68

Receivables that were neither past due nor impaired relate to a number of customers for whom there was no recent history of default.

Movement in expected credit loss

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Written off/provided during the year	829.62	-
Movement in expected credit loss allowance on trade receivables	-	-
Balance at the end of the year	829.62	-

ii) Other financial assets

Credit risk related to the financial assets involving cash and cash equivalents, other bank balances, interest accrued on term deposits, Security deposits, Loans and Dues from related party. The Company does not anticipate any significant risk of default on these assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as at March 31, 2025 and March 31, 2024. To reduce this risk, the Company has concentrated as mentioned below:-

For cash & cash equivalents, other bank balances and interest accrued on fixed deposits- Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as low.

For security deposits - Credit risk is considered low because the Company is in possession of the underlying asset.

Loans and due from related party - These balances are from related party which is the subsidiary companies. Therefore, the credit risk is evaluated as low.

For the financial assets other than trade receivables:

1. The Company on the basis of historical analysis does not have any financial assets where there is a risk of default.
2. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as at March 31, 2025 and March 31, 2024.

C. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, maintain optimum levels of liquidity to meet its cash and collateral requirements. It maintains adequate sources of financing including loans from banks at an optimized cost.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

As at March 31, 2025	Less than 12 months	1 to 5 years	> 5 years	Total
Borrowings [^]	917.79	3,333.34	416.67	4,667.80
Trade payables	8,975.46	-	-	8,975.46
Lease liability	184.15	263.02	263.25	710.42
Other financial liabilities*	1,391.69	-	-	1,391.69
Total	11,469.09	3,596.36	679.92	15,745.37

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for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

As at March 31, 2024	Less than 12 months	1 to 5 years	> 5 years	Total
Borrowings [^]	1,715.55	3,333.33	1,250.00	6,298.88
Trade payables	13,548.08	-	-	13,548.08
Lease liability	107.55	243.43	-	350.98
Other financial liabilities*	3,177.32	-	-	3,177.32
Total	18,548.50	3,576.76	1,250.00	23,375.26

* Other financial liabilities include undiscounted security deposit value.

[^] Borrowings include actual amount payable in respect of term loan which is inclusive of processing fees.

Note 38 : Segment reporting

As permitted by paragraph 4 of Ind AS-108, 'Operating Segments', if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need to be presented only on the basis of the consolidated financial statements. Thus, disclosures required by Ind AS-108 are given in consolidated financial statements.

Note 39 : Revenue from contracts with customers

(i) Disaggregated revenue information

In the following table, revenue is disaggregated by major products/service lines and timing of revenue recognition:

Particulars	Timing of revenue recognition	Year ended March 31, 2025	Year ended March 31, 2024
Sale of services	Over time	11,148.13	10,376.10
Sale of goods	At point in time	34,418.97	52,165.87
Total		45,567.10	62,541.97

(ii) Contract balances

Assets and liabilities related to contracts with customers:

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables (refer note 10)	11,518.70	14,139.68

Trade receivables are non-interest bearing and are generally on terms of 90 to 135 days.

Particulars	As at March 31, 2025	As at March 31, 2024
Contract assets at the beginning of the year	-	231.39
Revenue billed/ accrued during the year	-	(231.39)
Contract assets at the end of the year	-	-
Contract liabilities at the beginning of the year	-	3,270.98
Advance received/ (adjusted) from customers during the year, net	-	(3,270.98)
Contract liabilities at the end of the year	-	-

Reconciling the amount of revenue recognized in the statement of profit and loss with the contracted price

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue as per contract	45,567.10	62,541.97
Revenue from contract with customers	45,567.10	62,541.97

Notes to the Standalone Financial Statements

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(All amounts in ₹ lakhs, unless otherwise stated)

Note 40: Leases

a) As a lessee

Assets taken on lease

The Company has taken leases for office building. The lease rent paid for short term lease is recognized as an expense in Statement of Profit and Loss during the year ended March 31, 2025.

As lessee

i) Set out below are the carrying amounts of right-of-use assets recognized and the movements during the period:

Particulars	Office premises	Total
As at April 1, 2023	353.05	353.05
Addition during the year	-	-
Depreciation expenses	(140.51)	(140.51)
As at April 1, 2024	212.54	212.54
Addition during the year	462.27	462.27
Depreciation expenses	(122.95)	(122.95)
Termination during the year	(79.87)	(79.87)
As at March 31, 2025	471.99	471.99

ii) Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	Office premises	Total
As at April 1, 2023	379.70	379.70
Accretion of interest	28.49	28.49
Payment	(168.45)	(168.45)
As at April 1, 2024	239.74	239.74
Addition during the year	449.62	449.62
Accretion of interest	57.96	57.96
Termination during the year	(95.32)	(95.32)
Payment	(160.99)	(160.99)
As at March 31, 2025	491.01	491.01
Current	181.77	181.77
Non-current	309.24	309.24

iii) Maturity analysis of lease liabilities

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Not later than one year	184.15	107.55
Later than one year	263.02	243.43
Later than five years	263.25	-
Total	710.42	350.98

iv) Amount recognised in Statement of Profit and Loss

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on right of use assets	122.95	140.51
Interest on lease liabilities	57.96	28.49
Expenses relating to short term leases	21.01	10.18
Gain on termination of lease	14.31	-

b) As a lessor

The Company has entered into operating leases on its investment property located at Gurugram. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Refer note 5 for rental income and future minimum rentals receivable under non-cancellable operating leases as at March 31, 2025 and March 31, 2024.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 41 : Commitments and Contingencies

a) Commitments

(i) Capital commitment:

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	-

(ii) Other commitment:

- a) The Company has entered into a Capital commitment agreement where contribution has to be made to Fireside Ventures Advisory LLP (Investment Manager of Fireside Ventures Investment Fund III (Fund)) and Orbis trusteeship Services Private Limited (Trustee Company of the Fund) in which the contributor has committed ₹ 700.00 which will be paid as per the terms of agreement. During the year, 15% (March 31, 2024 - 20%) of the amount i.e. ₹ 105.00 (March 31, 2024 - ₹ 140.00) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2025 is ₹ 315.00 (March 31, 2024 - ₹ 210.00)
- b) The Company has entered into a Capital commitment agreement where contribution has to be made to Waterbridge Capital Management LLP (Investment Manager of WaterBridge Ventures II Trust (Fund)) and Vistra ITCL (India) Limited (Trustee Company of the Fund) in which the contributor has committed ₹ 1000.00 which will be paid as per the terms of agreement. During the year, Nil (March 31, 2024 - 7.50%) of the amount i.e. Nil (March 31, 2024 - ₹ 75.00) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2025 is ₹ 675.00 (March 31, 2024 - ₹ 675.00)

b) Contingent Liabilities (to the extent not provided for)

Particulars	As at March 31, 2025	As at March 31, 2024
Claims against company not acknowledged as debt:		
- On account of stamp duty on demerger	148.20	148.20
	148.20	148.20

- the Company has been a filed writ petition before the Hon'ble High Court of Delhi (PDS Multinational Fashions Limited Vs. Collector of Stamp, Civil Writ Petition being W. P. (C) No. 7509 of 2015) for quashing the orders dated June 19, 2015 and July 9, 2015 passed by the Collector of Stamps and saddled with a liability of ₹ 148.20 based on the misrepresentation and misreading of the judgement passed by the Hon'ble High Court of Delhi in Delhi Towers vs. GNCT of Delhi 1(2010) 159 comp. cases 129 (Delhi).
 - Pending resolution of the respective proceedings, it is difficult to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decisions pending with various forums/authorities. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Group does not expect any reimbursements in respect of the above contingent liabilities.
 - The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements.
- c) The Hon'ble Supreme Court of India has passed a judgement relating to definition of wages under the Provident Fund Act, 1952 on February 28, 2019. However, considering that there are numerous interpretative issues related to the judgement and in the absence of reliable measurement of the provision for the earlier period, the Company has made provision for provident fund contribution from the date of order. The Company will evaluate its position and update provision, if required, after receiving further clarity in this regard.
 - d) The Company has contingent liabilities related to irrevocable letters of credit amounting to ₹ 762.88 as at March 31, 2025 (March 31, 2024: Nil).

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for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- e) During the year, the company has given guarantee to the bank for its various subsidiaries as security against the facility provided by the bank towards the working capital. The guarantee given by the company is for the period of 10 years for an amount of ₹ 1,05,973.50 (March 31, 2024 : NIL). Below mentioned are step-down subsidiaries wise bifurcation:-

Name of related party	Relationship	As at March 31, 2025	As at March 31, 2024
Simple Approach Limited		30,339.19	-
Nor Lanka Manufacturing Limited		17,947.13	-
Norwest Industries Limited		10,511.89	-
360 Notch Limited		7,221.58	-
Krayons Sourcing Limited		7,178.85	-
Zamira Fashion Limited		4,016.74	-
PG Group Limited		3,162.11	-
PG Home Group Limited		3,076.65	-
Northern Apparel Limited (Erstwhile PDS Tailoring Limited)		3,076.65	-
Spring Near East Manufacturing Company Limited		2,051.10	-
PDS Fashion USA Limited		2,051.10	-
Techno Design HK Limited		1,666.52	-
Poeticgem International Limited		1,623.79	-
PDS Asia Star Corporation Limited		1,623.79	-
GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)	Step down Subsidiary company	1,538.33	-
Sourcing Solutions Limited		1,452.86	-
Grupo Sourcing Limited, Hongkong		1,025.55	-
Clover Collections Limited		1,025.55	-
PDS Far-East Limited		1,025.55	-
Wonderwall (F.E) Limited, HongKong		1,025.55	-
Design Arc Europe Limited		427.31	-
Twins Asia Limited		427.31	-
Progress Manufacturing Group Limited		427.31	-
Design Arc Asia Limited		427.31	-
Styleberry Limited		427.31	-
Jcraft Array Limited		427.31	-
Simple Approach Home Limited		427.31	-
DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)		341.85	-

Note 42: Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	As at March 31, 2025	As at March 31, 2024
a) Investments in subsidiaries		
- Investment in wholly owned subsidiary : Multinational Textile Group Limited	37,924.07	10,050.25
- Investment in subsidiary : Technocian Fashions Private Limited	2.75	2.75
- Investment in wholly owned subsidiary : DIZBI Private Limited	-	1.00
- Investment in wholly owned subsidiary : PDS Brand Private Limited	1.00	1.00
- Investment in wholly owned subsidiary : Norlanka Manufacturing India Private Limited	834.55	785.97
- Investment in subsidiary : DBS Lifestyle Private Limited	2,100.00	2,100.00
- Investment in subsidiary : Nexstyle Apparel Manufacturing Limited	4,435.00	-
- Investment in joint venture : Digital Ecom Techno Private Limited	116.02	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 43: Corporate Social Responsibility The Company has spent an amount of ₹ 63.42 (March 31, 2024: ₹ 56.72) during the year as required under Section 135 of the Companies Act, 2013 in the areas of education, healthcare, woman empowerment and environment. The amount was spent by way of contribution to Soham Foundation for the purpose of educating children of ₹ 63.42

Details of CSR expenditure:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Gross amount required to be spent by the Company as per section 135 of the Companies Act, 2013	33.31	30.43
(b) Amount spent during the year		
i) Construction/acquisition of any assets	-	-
ii) On purpose other than (i) above	63.42	56.72
(c) Shortfall at the end of the year	-	-
(d) Total of previous year shortfall	-	-

Note 44: Employee Share Based Payments

As on March 31, 2025, the Company had following share based payment arrangements:

A. Employee Stock Option Plan 2021 - Plan A and Plan B

i) Brief description of the share based payment arrangement

On April 3, 2021 the Company established the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A ('Plan A') which entitles key managerial personnel and senior employees to purchase shares of the Company. On July 27, 2021, the Company established the PDS Multinational Fashions Limited Employee stock option plan 2021 – Plan B ('Plan B') through Direct and through Trust route for other KMP and senior employees. The plans are designed to provide incentives to the employees of the Company to deliver long-term returns. The Plans are administered by the Nomination and Remuneration committee. During the year ended March 31, 2025, the Company has granted 1,25,000 (March 31, 2024 - 55,000) equity settled stock options (ESOPs) under these plans. Vesting of the options would be subject to continuous employment with the Company and hence the options would vest with passage of time. In addition to this, the Nomination and remuneration committee may also specify certain performance parameters subject to which the options would vest.

Options granted under the plan are for no consideration and carry no dividend or voting rights. On exercise, each option is convertible into one equity share. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Grant date	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2024-25	1,25,000	₹ 396.00	1 - 4 years	3 - 4 years post vesting period
	1,25,000			

Grant date	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2023-24	55,000	₹ 300.00 - ₹463.80	1 - 4 years	3 - 4 years post vesting period
	55,000			

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

ii) Summarized information about movement in Plan A and Plan B

Particulars	March 31, 2025		March 31, 2024	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	38,93,835	193.30	49,60,185	181.69
Granted during the year	1,25,000	396.00	55,000	434.02
Exercised during the year	(14,14,412)	147.44	(9,84,475)	144.69
Forfeited during the year	(22,500)	246.00	(1,36,875)	219.00
Outstanding at the end of the year	25,81,923	227.77	38,93,835	193.30
Exercisable at the end of the year	16,35,423	208.29	18,09,168	171.05

The Company has charged ₹ 245.81 (March 31, 2024: ₹ 412.18) to the statement of profit and loss in respect of options granted under Plan A and Plan B.

* The number of instrument and exercise price are in absolute figures.

iii) Fair Value of the option granted during the year

The Fair value of ESOPs granted under Plan A and Plan B have been measured using the Black-Scholes option-pricing model using the following assumptions, according to their grant dates:

Particulars	March 31, 2025	March 31, 2024
	For option granted	For option granted
Weighted average Grant date fair value, per share (in ₹)	480.35	537.26
Weighted average Exercise price, per share (in ₹)	396.00	434.02
Assumptions used:		
Volatility	40.75% - 42.17%	37.00% - 41.22%
Expected lives (in years)	1.50 - 5.00	1.50 - 5.00
Risk-free interest rate	7.00% - 7.04%	7.00% - 7.04%
Dividend yield rate	0.28% - 0.43%	0.28% - 0.43%

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Grant. The Company believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the ESOP.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of holding Company's share on the date of grant.

B. Cash Settled Share based payment (Phantom Stock Units)

i) Brief description of the share based payment arrangement

On October 22, 2021 the Company established the PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021 ('Phantom stock plan'), which entitles few senior employees of the Group to a cash payment on exercise. During the year ended March 31, 2025 the Company has granted Nil ('Phantom Stock Units/ PSU') (March 31, 2024 - 25,000). These PSU's carry a vesting period of up to 4 years and an exercise period of 4 years from the date of vesting.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

ii) Summarized information about movement in the Phantom stock plan

Particulars	March 31, 2025		March 31, 2024	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	2,90,625	225.97	3,87,500	219.00
Granted during the year	-	-	25,000	300.00
Exercised during the year	(18,750)	246.00	(65,625)	219.00
Cancelled during the year	-	-	(56,250)	219.00
Outstanding at the end of the year	2,71,875	224.59	2,90,625	225.97
Exercisable at the end of the year	1,75,000	219.00	1,09,375	219.00

The Company has not charged any amount to the statement of profit and loss in respect of PSUs granted under the Phantom Stock Plan as the same is invested in the subsidiary companies.

*The number of instruments and the exercise prices are in absolute figures.

iii) Fair Value of the option granted during the year

The Fair value of PSUs have been measured using the Black-Scholes option-pricing model using the following assumptions, according to their grant dates:

Particulars	Measurement date March 31, 2025	Measurement date March 31, 2024
Weighted average grant date fair value, per share (in ₹)	NA	367.90
Weighted average Exercise price, per share (in ₹)	NA	300.00
Assumptions used:		
Expected volatility	NA	41.59%
Expected lives (in years)	NA	2.12 - 5.12
Risk-free interest rate	NA	7.00% - 7.04%
Expected dividend yield	NA	0.34%

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Measurement. The Company believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the PSU is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the PSU.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of Company's share.

C. Share based payment expense recognised in the Statement of Profit and Loss in respect of the above plans is as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Employee share compensation expense	245.81	412.18

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- D. Share based payment reserve and Share based payment liability recognised in the balance sheet in respect of the above plans is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Share based payment liability	645.05	659.50
Share based payment reserve	3,271.70	4,030.22

Note 45: Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	Variation
Current Ratio (in times) [^]	Total current assets	Total current liabilities	2.51	1.46	72%
Debt-Equity Ratio (in times)*	Total debt	Shareholder's equity	0.07	0.24	-73%
Debt Service Coverage Ratio (in times)**	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest payments + Principal repayments	4.17	16.35	-74%
Return on Equity Ratio (in %)*	Profit for the year less Preference dividend (if any)	Average Shareholder's equity	14.91	32.84	-55%
Trade Receivables turnover ratio (in times)#	Revenue from operations	Average trade receivables	3.55	5.06	-30%
Trade payables turnover ratio (in times)	Purchase of stock in trade	Average trade payables	2.88	3.60	-20%
Net capital turnover ratio (in times)^#	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	2.45	7.14	-66%
Net profit ratio (in %)##	Profit for the year	Revenue from operations	15.96	12.64	26%
Return on Capital employed (in %)*	Profit before interest and tax	Capital employed = Tangible net worth + Total debt + Deferred Tax liability	0.11	0.27	-59%

Reason for variation beyond 25%

[^] Due to increase in current assets on account of unutilised QIP proceeds which the company has invested in short term fixed deposit.

* Due to increase in shareholder's fund on account of raising of capital through QIP.

** Due to repayment of long term borrowings.

Due to decrease in revenue of the company.

Due to decrease in revenue and increase in dividend receipt during the year.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 46: Additional information, as required under Schedule III to the Companies Act, 2013

- (a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) The Company does not have any transactions with companies struck off.
- (c) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (d) The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.
- (e) The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- (f) The Company does not have such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, survey or any other relevant provisions of the Income Tax Act, 1961).
- (g) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (h) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 47: The Company through its wholly owned subsidiary Nextstyle Apparel Manufacturing Limited, has acquired 55% of equity interest in M/s Knit Gallery India Private Limited on May 13, 2025. The purpose of the acquisition is to expand the manufacturing footprint of the Company in India and to accelerate the sourcing capabilities within India. The consideration is ₹ 4,038.00 towards equity shares, out of which the Company has paid ₹ 2,423.00 as on this date.

Note 48: Audit trail

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses an accounting software for maintaining its books of account. During the year ended March 31, 2025, the Company had not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes as it would impact database performance significantly. Audit trail (edit log) is enabled at the application level as part of standard framework and the Company's users have access to perform transactions only from the application level.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention where such feature was enabled.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 49: The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company regularly updates the documentation for the International transactions entered into with the associated enterprises during the period as required under law. The Management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the standalone financial statements, particularly on the amount of tax expense and that of provision for taxation.

Note 50: Prior year amounts have been regrouped / reclassified wherever necessary, to conform to the presentation in the current year, which are not material.

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Independent Auditor's Report

To the Members of PDS Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

- We have audited the accompanying consolidated financial statements of PDS Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures, as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.
- In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, its associates and joint ventures, as at 31 March 2025, their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

- Key Audit Matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- We have determined the matters described below to be the key Audit Matters to be communicated in our report.

Key Audit Matters

1. Impairment assessment of Goodwill

Refer Note 3(n) and Note 7 to the consolidated financial statements.

The carrying value of goodwill aggregates to ₹ 10,865.67 lakhs as on 31 March 2025. Such goodwill is tested for impairment annually by the management in accordance with Ind AS 36, Impairment of Assets, by determining the fair value of the Cash Generating Units (CGUs) to which the goodwill is allocated, using the discounted cash flow method.

In determining the recoverable amount of the CGUs, the management has applied significant judgements and assumptions including projections of future sales, operating and finance costs, terminal growth rates and the weighted average cost of capital (discount rate).

How our audit addressed the Key Audit Matters

Our audit procedures for the impairment assessment of goodwill included, but were not limited to the following –

- Obtained an understanding of the management's process for identification of the CGUs and impairment testing of goodwill;
- Evaluated the design and implementation and tested the operating effectiveness of key controls with respect to the Group's process of impairment assessment of goodwill;
- Assessed the reasonableness of the future cash flow projections prepared by the management and compared them with past trends;
- Traced the projections used by the management with the approved business plans;

Key Audit Matters

Due to the significance of the carrying amounts of goodwill and the inherent subjectivity involved in determining the impairment loss, if any, impairment assessment of goodwill has been considered as a Key Audit Matter for the audit of the current year.

The auditor of one subsidiary has determined "impairment of investment in subsidiaries" as a Key Audit Matter. These investments are eliminated on consolidation in the consolidated financial statement of the Group.

How our audit addressed the Key Audit Matters

- Obtained management's external valuation specialist's report on determination of recoverable value of the CGUs and assessed the competence, capability, and objectivity of management's expert;
 - Involved the auditor's expert to assist in examining the Group's valuation models where applicable, and analyzed key assumptions, including long-term growth rates and discount rates considered by management's expert and compared the assumptions to corroborating information including industry benchmarks and data from historic performances;
 - Tested the mathematical accuracy of management's computations;
 - Performed independent sensitivity analysis on the valuation, resulting from changes to key assumptions applied;
 - Obtained an understanding from the component auditors to understand the procedures performed by them in respect of impairment of goodwill as part of group audit instructions sent to them;
 - Assessed the work performed by such other component auditors including discussions with the component auditors to understand their response and findings to the extent applicable; and
 - Assessed the appropriateness and adequacy of presentation and disclosures in the consolidated financial statements in accordance with the applicable accounting standards.
-
- Our audit procedures for the evaluation of the consolidation process included, but were not limited to the following -
 - Obtained an understanding of the management's process of preparation of consolidated financial statements comprising the Holding Company and its components;
 - Evaluated the design and implementation and tested the operating effectiveness of key controls with respect to the Group's process of consolidation;
 - Identified and determined the 'significant components' of the Group based on materiality, discussions with the Holding Company management and thereby developed an overall audit plan to perform work around the identified significant components in accordance with the Guidance Note on consolidated financial statements and SA 600 - Using the work of another auditor;
 - Communicated the group audit instructions to the respective component auditors of the identified significant components including and not limited to materiality, audit risks identified at the Group level and a questionnaire to understand the procedures performed by the component auditors to mitigate those audit risks and their response to the significant transactions and matters identified at the component level;

2. Evaluation of the consolidation process

Refer Note 2 for the basis of consolidation in the accompanying consolidated financial statements.

The Group's consolidation process involves 142 components (including step-down subsidiaries and excluding joint ventures, associates and a controlled trust) located across multiple geographies and audited by other auditors. These components comprise significant portions of the Group's assets, liabilities, income and expenses.

The process of consolidation involves assessment of control/ significant influence and the corresponding accounting treatment, alignment of generally accepted accounting principles ("GAAP") and elimination of inter-company balances and transactions.

Considering the significance of the components, materiality to the financial statements and complexities involved, the consolidation process has been identified as a Key Audit Matter for the audit of the current year.

Key Audit Matters**How our audit addressed the Key Audit Matters**

- Assessed the work performed by such other component auditors including discussions and review of workpaper where appropriate with the component auditors to understand their response and findings to the extent applicable;
- Obtained the audited financial statements of the components from the management of the Holding Company/Group reporting from the component auditor (where applicable) and traced the information to the consolidation workings provided by management;
- Reviewed the inter-company eliminations, consolidation adjustments, foreign currency translation adjustments, alignment of Group accounting policies, GAAP conversion adjustments and the resultant tax impacts; and
- Assessed the adequacy and appropriateness of disclosures made in accordance with the applicable accounting standards in these consolidated financial statements.

6. In addition to the above Key Audit Matters, we have identified the following matter, reproduced below, as a Key Audit Matter to be communicated in our report, based on the communication received from a component auditor, Falcon Certified Public Accountants Limited of PDS Ventures Limited, a step-down subsidiary of the Holding Company:

Key Audit Matters

A subsidiary of the Company has made investments in various unlisted companies, and these investments are measured at fair value through the statement of profit and loss and fair value through other comprehensive income categorized under Level 3 of the fair value measurement hierarchy, amounting to HKD 2,659.82 lakhs.

During the Fair value estimation of such investments, the management has applied significant judgements and assumptions. The determination of such fair value involves use of several key assumptions, including projections of future sales, operating and finance costs, terminal growth rates and the weighted average cost of capital (discount rate).

Due to the significance of the carrying amounts of such instruments and the inherent subjectivity involved in determining the fair value, this matter was considered as a Key Audit Matter for the audit of the current year.

How our audit addressed the Key Audit Matter

- Assessed the management process and interviewed the team involved in investment management and its fair valuation at the end of the year;
- Understood and evaluated the design and key controls with respect to the Company's process of fair valuation of such investments;
- Assessed the reasonableness of future cash flow projections prepared by management and evaluated by external valuers and compared with past trend;
- Reviewed the Company's valuation models and reviewed explanations on the key assumptions including year-on-year growth rates, stage of business, discounts used relevant to that stage of business;
- Reviewed the risk assessment process implemented by management to evaluate the existence and future prospect of investments;
- Tested the mathematical accuracy of the external valuer's computations;
- Evaluated sensitivity analysis performed on the valuation by external valuers, resulting from changes to key assumptions applied; and
- Assessed the appropriateness and adequacy of presentation and disclosures in accordance with the applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

7. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and its joint venture company covered under the Act are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group, its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associates and joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with Standards on Auditing specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls

with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, and its associates and joint ventures, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

16. We did not audit the financial statements / financial information of 103 subsidiaries, whose financial statements / financial information reflects total assets of ₹ 7,54,533.59 lakhs as at 31 March 2025, total revenues of ₹ 6,90,247.38 lakhs and net cash inflows amounting to ₹ 8,249.03 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 91.99 lakhs for the year ended 31 March 2025 in respect of 4 associates and 4 joint ventures, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, associates and joint ventures, are based solely on the reports of the other auditors.

Further, of these subsidiaries, associates and joint ventures, 98 subsidiaries, 4 associates and 4 joint ventures are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries, associates and joint ventures located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries, associates and joint ventures located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

17. We did not audit the financial statements / financial information of 16 subsidiaries, whose financial statements / financial information reflects total assets of ₹ 6,871.15 lakhs as at 31 March 2025, total revenues of ₹ 1,916.90 lakhs and net cash inflows amounting to ₹ 301.08 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of ₹ Nil for the year ended 31 March 2025 in respect of 1 associate and 1 joint venture, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiaries, associate and joint venture, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements / financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements/financial information certified by the management of the respective entities and provided to us by the Holding Company's management.

Report on Other Legal and Regulatory Requirements

18. As required by Section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 16, on the separate financial statements of the subsidiaries, we report that the Holding Company and 7 subsidiaries incorporated in India whose financial statements have been audited under the Act have not paid or provided any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable with respect to Holding Company and its subsidiaries.
19. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph 16 above, of companies included in the consolidated financial statements for the year ended 31 March 2025 and covered under the Act we report that:

- A) Following are the qualifications/adverse remarks reported by us in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2025 for which such Order reports have been issued till date :

S No	Name	CIN	Clause number of the CARO report which is qualified or adverse	Clause number of the CARO report which is qualified or adverse
1.	DBS Lifestyle India Private Limited	U17299DL2021PTC389431	Subsidiary	Clause (i)(a)(B) and Clause (ix)(d)

- B) Following are the companies included in the consolidated financial statements for the year ended 31 March 2025 audited by us and other auditors, for which the reports under Section 143(11) of such companies have not yet been issued by us and by the respective other auditors, as per information and explanation given to us by the management in this respect:

S No	Name	CIN	Subsidiary/Associate/Joint Venture
1	Digital Ecom Techno Private Limited	U52609KA2016PTC094215	Joint Venture
2	Norlanka Manufacturing India Private Limited	U18101KA2020PTC141803	Subsidiary
3	Nexstyle Apparel Manufacturing Limited	U47711MH2025PLC439875	Subsidiary
4	Kontemporary Koncepts Private Limited	U14101UP2025PTC219213	Subsidiary

20. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) Except for the matters stated in paragraph 20(h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors,
- c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries and taken on record by the Board of Directors of the Holding Company, its subsidiaries and joint ventures, respectively, and the reports of the statutory auditors of its subsidiaries, covered under the Act, none of the directors of the Holding Company, its subsidiaries and joint venture, are disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 20(b) above on reporting under Section 143(3)(b) of the Act and paragraph 20(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014

(as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 42 to the consolidated financial statements;
- ii. The Holding Company and its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries covered under the Act, during the year ended 31 March 2025;
- iv.
 - a. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in Note 52(f) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the Note 52(f) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries

from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The interim dividend declared and paid by the Holding Company during the year ended 31 March 2025 and until the date of this audit report is in compliance with Section 123 of the Act.

The final dividend paid by the Holding Company and its subsidiaries during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 17 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- vi. As stated in Note 49 to the consolidated financial statements and based on our examination which included test checks and

procedures performed by the respective auditors of the subsidiaries of the Holding Company which are companies incorporated in India and audited under the Act, the Holding Company and its subsidiaries, in respect of financial year commencing on 1 April 2024, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software, except for the instances mentioned below:

- i. The audit trail feature was not enabled at the database level for the accounting software to log any direct data changes, used for maintenance of all accounting records by the Holding Company and its two subsidiaries; and
- ii. The audit trail feature was not enabled for the period 1 April 2024 to 9 May 2024 for another accounting software used for maintenance of all accounting records by four subsidiaries.

Further, during the course of our audit we and the respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with other than the consequential impact of the exceptions given above. Furthermore, the audit trail has been preserved by the Holding Company and its subsidiaries as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 25210122BMONCF8034

Place: Mumbai

Date: 15 May 2025

Annexure I

to the Independent Auditor's Report of even date to the members of PDS Limited on the consolidated financial statement for the year ended 31 March 2025

List of entities included in the consolidated financial statements

Subsidiaries

Sl. No	Name of the entity
1	Technocian Fashions Private Limited
2	Multinational Textile Group Limited
3	Casa Forma Limited
4	PDS Sourcing Limited
5	PDS Asia Star Corporation Limited
6	Simple Approach Limited
7	Simple Approach Home Limited
8	Moda & Beyond Limited (Erstwhile Moda and Beyond Limited)
9	Wonderwall (F.E) Limited, Hongkong
10	Wonderwall (F.E) Limited, United Kingdom
11	Simple Approach Bangladesh Private Limited
12	Zamira Fashion Limited Zhongshan
13	PG Group Limited
14	Techno Design HK Limited
15	Norwest Industries Limited
16	Poeticgem International Limited
17	PDS Sourcing Bangladesh Limited (Erstwhile known as Multinational OSG Services Bangladesh Private Limited)
18	PDS Smart Fabric Tech Limited
19	Techno Design GmBH
20	Poetic Brands Limited
21	Poeticgem Limited
22	PDS Trading (Shanghai) Co. Limited
23	Simple Approach (Canada) Limited
24	PDS Brands Manufacturing Limited
25	PG Home Group Limited
26	PG Shanghai Manufacturer Co. Limited
27	360 Notch Limited
28	PDS Fashions Bangladesh Limited
29	Design Arc Europe SPA
30	Sourcing Solutions Limited
31	PDS Brands Private Limited
32	Krayons Sourcing Limited
33	Design Arc Asia Limited
34	Nor Lanka Manufacturing Limited
35	Design Arc Europe Limited
36	Kleider Sourcing Hong Kong Limited
37	Kleider Sourcing Limited
38	Rising Asia Star Hong Kong Co., Limited
39	Northern Apparel Limited (formerly PDS Tailoring Limited)
40	Spring Near East Manufacturing Co. Limited
41	Clover Collections Limited
42	PG Group SPA
43	PG Home Group SPA
44	Nor Lanka Manufacturing Colombo Limited
45	Brand Collective Limited
46	PDS Fashion USA Limited
47	PDS Ventures Limited, Mauritius
48	Progress Manufacturing Group Limited
49	Progress Apparels (Bangladesh) Limited
50	GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited)
51	Grupo Sourcing Limited, Hongkong
52	Sne Moda Tasarim Sanayi Ve Ticaret Anonim Şirketi
53	Twins Asia Limited
54	Nor Lanka Progress Private Limited
55	Design Arc UK Limited

Sl. No	Name of the entity
56	Grupo Sourcing Limited, Bangladesh
57	Fareast Vogue Limited
58	PDS Far-east Limited
59	Kindred Brands Limited
60	Styleberry Limited
61	PDS Global Procurement Service FZCO
62	GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)
63	Zamira Fashion Limited
64	PDS Far East USA, Inc.
65	PDS Ventures Limited, Hong Kong
66	Apex Black Limited
67	Casa Collective Limited
68	Smart Notch (Shanghai) Limited
69	Jcraft Array Limited
70	Techno Sourcing DiŞ Ticaret Anonim Şirketi
71	Upcycle labs Limited
72	Angelic Partners Limited
73	Recovered Clothing Limited
74	Design Arc FZCO
75	S. Oliver Fashion India Private Limited
76	PDS Fashions Limited
77	Spring Near East FZCO
78	Kleider Sourcing FZCO
79	Twins Asia FZCO
80	Techno Sourcing BD Limited
81	Clover Collections FZCO
82	PDS Manufacturing Limited
83	Norlanka Manufacturing India Private Limited
84	Poeticgem International FZCO
85	PDS Multinational FZCO
86	Spring Design London Limited
87	LillyandSid Limited
88	Brand Collective Corporation Limited
89	DBS Lifestyle India Private Limited
90	Pangram Brands Global Private Limited
91	Suri Overseas Private Limited
92	Sunny Up Limited
93	Techno Design USA LLC
94	Techno (Shanghai) Trading Co. Limited
95	Lily And Lionel London Limited
96	Design Arc Brands Limited
97	PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited)
98	PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)
99	PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)
100	New Lobster Limited
101	Online Enterprise HK Limited (formerly PDS Online Enterprise HK Limited and PDS Design Services Limited)
102	DBS Lifestyle Limited (formerly PDS Lifestyle Limited)
103	SKOPE Apparels FZCO
104	Infinity Fashion FZCO
105	PDS Logistics FZCO
106	PDS Lifestyle Limited UK
107	PDS Sourcing FZCO
108	PDS Brands Manufacturing FZCO
109	Simple Approach Trading FZCO
110	PDS DSGN FZCO (Erstwhile PDS Lifestyle FZCO)
111	Meda and Beyond FZCO (Erstwhile PDS Design Services FZCO)
112	Design Hub Sourcing FZCO
113	PDS Radius Brands FZCO
114	The Source Fashions Platform FZCO
115	Collaborative Sourcing Services FZCO
116	New Lobster USA LLC

Sl. No	Name of the entity
117	Progressive Crusade Unipessoal LDA
118	Home Sourcing Solutions Limited
119	Sourcing Solutions Europe BVBA
120	The Brand Group Limited
121	Infinity Fashion Tedarik Hizmetleri Anonim Şirketi (Erstwhile George Tedarik Hizmetleri Anonim Şirketi)
122	Collective Near East Sourcing Services FZCO
123	DH Sourcing Limited
124	Norther Brands Limited (formerly Subtract Retail Limited)
125	Positive Materials Limited
126	Roksanda UK Limited
127	OLE Fashion Limited (formerly PDS Online Enterprise UK Limited)
128	Poeticgem Europe Limited
129	Sunny UP US Limited
130	PDS MEA Limited
131	PDS Online Enterprise USA Limited
132	Brand Collective Bcpt, Unipessoal LDA
133	Adaptive Fashion Limited (Erstwhile Unhidden-UK Limited)
134	PDS North America LLC
135	Onme Soho Heal Th And Beauty FZCO, UAE
136	Onme Soho Health And Beauty Limited
137	Pangram Celebrity Brands Private Limited
138	NexStyle Apparel Manufacturing Limited
139	Tritron Fashion FZCO
140	Kontemporary Koncepts Private Limited
141	Vivere London Limited
142	PG Capital FZE

Associates

Sl. No	Name of the entity
1	Reflaunt Pte Limited
2	GWD Enterprises Limited
3	Loop Digital Wardrobe Limited
4	Mambo Leisure Masters Limited
5	Nobleswear (Private) Limited

Joint Ventures

Sl. No	Name of the entity
1	Digital Ecom Techno Private Limited
2	Digital Internet Technologies Limited
3	Yellow Octopus EU SA (Joint Stock Company)
4	Yellow Octopus Ventures FZCO
5	Yellow Octopus Circular Solutions Limited (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)

Controlled Trust

Sl. No	Name of the entity
1	PDS Multinational Fashions ESOP Trust

Annexure II Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of PDS Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. The audit of internal financial controls with reference to financial statements of 1 joint venture, which is a Company covered under the Act, and reporting under Section 143(3)(i) is exempted vide MCA notification no. G.S.R. 583(E) dated 13 June 2017 read with corrigendum dated 14 July 2017. Consequently, our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the

Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company, and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

9. We did not audit the internal financial controls with reference to the financial statements insofar as it relates to 4 subsidiary companies, which are companies covered under the Act, whose financial statements / financial information reflect total assets of ₹ 45.75 lakhs and net assets of ₹ 3.35 lakhs as at 31 March 2025, total revenues of ₹ Nil and net cash outflows amounting to ₹ 18.86 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal

financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

10. We did not audit the internal financial controls with reference to financial statements in so far as it relates to 3 subsidiaries, which are companies covered under the Act, whose financial statements / financial information reflect total assets of ₹ 4,878.39 lakhs and net assets of ₹ 4,869.94 lakhs as at 31 March 2025, total revenues of ₹ 24.61 lakhs and net cash inflows amounting to ₹ 477.72 lakhs for the year ended on that date.. The internal financial controls with reference to financial statements of these subsidiary companies, which are companies covered under the Act, are unaudited and our opinion under Section 143(3) (i) of the Act on adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to the aforesaid subsidiaries, which are companies covered under the Act, is solely based on the corresponding internal financial controls with reference to financial statements reports certified by the management of such companies. In our opinion and according to the information and explanations given to us by the management, these financial statements / financial information are not material to the Group. Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements reports certified by the management.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh

Partner

Membership No.: 210122

UDIN: 25210122BMONCF8034

Mumbai

15 May 2025

Consolidated Balance Sheet

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	As at March 31, 2025	As at March 31, 2024
Assets			
I. Non-current assets			
(a) Property, plant and equipment	4	49,552.35	34,416.64
(b) Capital work in progress	5	131.75	11,461.04
(c) Investment property	6	2,929.78	2,562.40
(d) Goodwill	7	10,865.67	10,407.14
(e) Other Intangible assets	8	6,747.62	3,037.54
(f) Investments accounted for using the equity method	9B	11,225.10	11,048.02
(g) Financial assets			
(i) Investments	9A	35,239.11	33,292.47
(ii) Other financial assets	10	706.93	1,026.18
(h) Deferred tax assets (net)	24	1,557.42	1,077.22
(i) Non-current tax asset (net)		3,342.96	2,653.56
(j) Other non-current assets	11	309.75	150.86
Total non-current assets		1,22,608.44	1,11,133.07
Current assets			
(a) Inventories	12	48,344.06	32,863.83
(b) Financial assets			
(i) Investments	9A	3,789.28	1,366.47
(ii) Trade receivables	13	1,85,993.46	1,67,713.55
(iii) Cash and cash equivalents	14	43,537.33	46,148.64
(iv) Bank balances other than (iii) above	15	30,197.69	22,259.72
(v) Other financial assets	10	13,520.14	9,498.01
(c) Other current assets	11	25,813.42	15,205.24
Total current assets		3,51,195.38	2,95,055.46
Total assets		4,73,803.82	4,06,188.53
II. Equity and liabilities			
Equity			
(a) Equity share capital	16	2,821.91	2,634.73
(b) Other equity	17	1,62,224.40	1,14,015.03
Equity attributable to equity holders of the parent		1,65,046.31	1,16,649.76
Non-controlling interest		6,578.85	7,917.09
		1,71,625.16	1,24,566.85
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	11,855.08	4,549.62
(ii) Lease liabilities	45	7,341.03	7,636.08
(iii) Other financial liabilities	19	186.50	176.64
(b) Provisions	20	3,357.16	2,801.91
(c) Other non-current liabilities	22	27.39	36.90
Total non-current liabilities		22,767.16	15,201.15
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	99,258.96	89,740.46
(ii) Lease liabilities	45	4,751.85	3,467.25
(iii) Trade payables	21		
- Total outstanding dues to micro enterprises and small enterprises		33.45	20.99
- Total outstanding dues to creditors other than micro and small enterprises		1,50,680.62	1,50,398.35
(iv) Other financial liabilities	19	5,631.42	4,785.96
(b) Other current liabilities	22	11,614.29	11,464.35
(c) Provisions	20	2,275.18	1,683.51
(d) Current tax liabilities (net)	23	5,165.73	4,859.66
Total current liabilities		2,79,411.50	2,66,420.53
Total equity and liabilities		4,73,803.82	4,06,188.53
Summary of material accounting policy information and other explanatory information	3		

The accompanying notes form an integral part of these consolidated financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Consolidated Statement of Profit and Loss

for the Period ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note no.	Year ended March 31, 2025	Year ended March 31, 2024
I Revenue from operations	25	12,57,798.85	10,37,264.96
II Other income	26	4,954.15	3,467.45
III Total income (I+II)		12,62,753.00	10,40,732.41
IV Expenses			
(a) Cost of material consumed	27	61,924.19	59,693.63
(b) Purchases of stock-in-trade	28	9,57,683.90	7,70,018.22
(c) Changes in inventories of finished goods and work-in-progress	29	(14,896.33)	(3,536.39)
(d) Employee benefits expense	30	1,21,077.43	97,949.70
(e) Finance costs	31	12,650.67	10,699.53
(f) Depreciation and amortization expense	32	11,073.85	9,342.80
(g) Other expenses	33	86,298.36	73,943.17
V Total expenses		12,35,812.07	10,18,110.65
VI Profit before share of (loss)/ profit in associates and joint ventures (III-V)		26,940.93	22,621.76
VII Share of (loss)/ profit of associates and joint ventures		(91.99)	617.81
VIII Profit before tax (VI+VII)		26,848.94	23,239.57
IX Tax expense	24		
(a) Current tax		3,159.22	3,259.69
(b) Deferred tax credit		(447.76)	(288.20)
Total tax expense		2,711.46	2,971.49
X Profit for the year (VIII-IX)		24,137.48	20,268.08
XI Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
(a) Re-measurement (loss)/ gain on defined benefit plans		(1,005.33)	150.77
(b) Net (loss)/ gain on instruments measured at fair value through other comprehensive income		(3,796.77)	3,648.46
(ii) Income tax on items that will not be reclassified to profit or loss		2.50	4.50
(B) (i) Items that will be reclassified to profit or loss			
(a) Net loss on cash flow hedges		(303.00)	(58.18)
(b) (Loss)/ gain arising on translating the financial statements of foreign operations		(2,046.51)	3,334.58
Other comprehensive (loss)/ income for the year, net of tax		(7,149.11)	7,080.13
XII Total comprehensive income for the year, net of tax		16,988.37	27,348.21
Total comprehensive income for the year, net of tax			
- Owners of the Company		8,611.54	20,055.06
- Non controlling interest		8,376.83	7,293.15
		16,988.37	27,348.21
Net profit for the period attributable to			
- Owners of the Company		15,689.31	14,423.10
- Non controlling interest		8,448.17	5,844.98
		24,137.48	20,268.08
Other comprehensive income for the year, net of tax			
- Owners of the Company		(7,077.77)	5,631.96
- Non controlling interest		(71.34)	1,448.17
		(7,149.11)	7,080.13
XIII Earnings per share: (Face value ₹ 2 per share)	34		
1) Basic (amount in ₹)		11.44	10.98
2) Diluted (amount in ₹)		11.28	10.77

Summary of material accounting policy information and other explanatory information

3

The accompanying notes form an integral part of these consolidated financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2024
As at April 01, 2023	
Fresh issue (Net of treasury share) (refer note 16)	2,615.91
	18.82
As at March 31, 2024	2,634.73
Fresh issue (Net of treasury share) (refer note 16)	187.18
As at March 31, 2025	2,821.91

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Securities Premium Reserve	Capital reserve	Restricted reserve	Retained earnings	Other reserves	Treasury shares	Other Comprehensive Income				Share based payment reserve	Total equity before Non-controlling interest	Non-controlling interest	Total equity
							Foreign currency translation reserve	Equity instruments through OCI	Remeasurement of defined benefit plan	Effective Portion of Cash Flow Hedges				
Balance as at April 01, 2023	1,124.77	26,214.22	664.52	62,974.15	(10,412.88)	(402.90)	16,917.64	2,491.32	(303.23)	(80.88)	3,565.19	1,02,751.92	5,893.13	1,08,645.05
Net Profit for the year	-	-	-	14,423.10	-	-	-	-	-	-	-	14,423.10	5,844.98	20,268.08
Net gain on instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	2,845.45	-	-	-	2,845.45	803.01	3,648.46
Employee stock compensation expense (refer note 48)	-	-	-	-	-	-	-	-	-	-	1,288.44	1,288.44	-	1,288.44
Exercise of share options	2,293.69	-	-	-	-	-	-	-	-	-	(827.73)	1,465.96	-	1,465.96
Share purchase through ESOP trust (refer note 16)	-	-	-	-	-	(119.01)	-	-	-	-	-	(119.01)	-	(119.01)
Gain arising on translating the financial statements of foreign operations	-	-	-	-	-	-	2,689.42	-	-	-	-	2,689.42	645.16	3,334.58
Other comprehensive gain, net of income tax (refer note 24 and 35)	-	-	-	-	-	-	-	-	155.27	-	-	155.27	-	155.27
Net loss on cash flow hedges (refer note 38)	-	-	-	-	-	-	-	-	-	(58.18)	-	(58.18)	-	(58.18)
Decrease in interest by non-controlling interest (refer note 47)	-	-	-	-	(5,914.21)	-	-	-	-	-	-	(5,914.21)	3,612.46	(2,301.75)
Increase in interest by non-controlling interest (refer note 47)	-	-	-	-	-	-	-	-	-	-	-	-	182.71	182.71
Total Comprehensive Income	3,418.46	26,214.22	664.52	77,397.25	(16,327.09)	(521.91)	19,607.06	5,336.77	(147.96)	(139.06)	4,025.90	1,19,528.16	16,981.45	1,36,509.61
Dividend (refer note 17)	-	-	-	(5,513.13)	-	-	-	-	-	-	-	(5,513.13)	(9,064.36)	(14,577.49)
Balance as at March 31, 2024	3,418.46	26,214.22	664.52	71,884.12	(16,327.09)	(521.91)	19,607.06	5,336.77	(147.96)	(139.06)	4,025.90	1,14,015.03	7,917.09	1,21,932.12

Consolidated Statement of Changes in Equity

as at March 31, 2025

Particulars	Securities Premium Reserve	Capital reserve	Restricted reserve	Retained earnings	Other reserves	Treasury shares	Foreign currency translation reserve	Equity instruments through OCI	Remeasurement of defined benefit plan	Effective Portion of Cash Flow Hedges	Share based payment reserve	Total equity before Non-controlling interest	Non-controlling interest	Total equity
Balance as at April 01, 2024	3,418.46	26,214.22	664.52	71,884.12	(16,327.09)	(521.91)	19,607.06	5,336.77	(147.96)	(139.06)	4,025.90	1,14,015.03	7,917.09	1,21,932.12
Net Profit for the year	-	-	-	15,689.31	-	-	-	-	-	-	-	15,689.31	8,448.17	24,137.48
Net loss on instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	(326.64)	(3,796.77)
Employee stock compensation expense (refer note 48)	-	-	-	-	-	-	-	-	-	-	578.13	578.13	-	578.13
Exercise of share options	3,389.43	-	-	-	-	-	-	-	-	-	(1,332.33)	2,057.10	-	2,057.10
Premium on issue of shares (Net of share issue expenses) (refer note 16)	41,052.10	-	-	-	-	-	-	-	-	-	-	41,052.10	-	41,052.10
Share purchase through ESOP trust (refer note 16)	-	-	-	-	-	(288.24)	-	-	-	-	-	(288.24)	-	(288.24)
Gain arising on translating the financial statements of foreign operations	-	-	-	-	-	-	(2,301.81)	-	-	-	-	(2,301.81)	255.30	(2,046.51)
Other comprehensive loss, net of income tax (refer note 24 and 35)	-	-	-	-	-	-	-	-	(1,002.83)	-	-	(1,002.83)	-	(1,002.83)
Net loss on cash flow hedges (refer note 38)	-	-	-	-	-	-	-	-	-	(303.00)	-	(303.00)	-	(303.00)
Decrease in interest by non-controlling interest (refer note 47)	-	-	-	-	(986.13)	-	-	-	-	-	-	(986.13)	(1,051.56)	(2,037.69)
Increase in interest by non-controlling interest (refer note 47)	-	-	-	-	3,669.77	-	-	-	-	-	-	3,669.77	(1,597.18)	2,072.59
Total Comprehensive Income	47,859.99	26,214.22	664.52	87,573.43	(13,643.45)	(810.15)	17,305.25	1,866.64	(1,150.79)	(442.06)	3,271.70	1,68,709.30	13,645.18	1,82,354.48
Dividend (refer note 17)	-	-	-	(6,484.90)	-	-	-	-	-	-	-	(6,484.90)	(7,066.33)	(13,551.23)
Balance as at March 31, 2025	47,859.99	26,214.22	664.52	81,088.53	(13,643.45)	(810.15)	17,305.25	1,866.64	(1,150.79)	(442.06)	3,271.70	1,62,224.40	6,578.85	1,68,803.25

Summary of material accounting policy information and other explanatory information
The accompanying notes form an integral part of these consolidated financial statements

3

As per our report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Seth

Chairman & Non-Executive Director

DIN 00003021

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Abhishek Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Statement of Consolidated Cash Flow

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from operating activities			
Profit before tax		26,848.95	23,239.57
Adjustments for:			
Share of loss/(profit) of associates and joint ventures		91.99	(617.81)
Depreciation and amortization expense	32	11,073.85	9,342.79
Finance costs	31	12,650.67	10,699.53
Provision for doubtful debts	33	1,365.79	988.66
Interest income	26	(1,801.66)	(1,391.94)
Dividend income	26	(129.81)	(198.58)
Liabilities written back	26	(59.12)	(46.17)
Fair value gain on financial assets measured at fair value through profit and loss	26	(1,745.18)	(112.23)
Employee share compensation expense	30	618.18	1,483.45
Loss on sale of property, plant & equipment	33	-	40.00
Gain on termination of lease	26	(14.31)	-
Gain on sale of short term investments	26	(160.99)	-
Unrealised foreign exchange fluctuation loss	33	628.66	580.96
Unwinding of discount on security deposits	26	(3.40)	(4.42)
Operating profit before working capital changes		49,363.61	44,003.81
Movement in working capital:			
Change in trade payables and other financial liabilities		(5,639.34)	31,497.87
Change in other liabilities		(274.60)	4,137.68
Change in provisions		144.09	888.54
Change in trade receivables		(14,720.94)	(57,040.71)
Change in other assets		(10,004.49)	(3,145.83)
Change in inventories		(15,112.41)	5,394.76
Change in other financial assets		(3,868.57)	(3,810.39)
Cash (used in)/generated from operations		(112.65)	21,925.73
Direct tax paid, net of refunds received		(3,542.55)	(2,975.24)
Net cash (used in)/generated from operating activities (a)		(3,655.20)	18,950.49
Cash flows from investing activities			
Purchase of property, plant and equipment, capital working in progress & investment property	4,5,6	(9,106.38)	(16,209.09)
Proceeds from sale of property, plant and equipment	4	12.89	-
Purchase of intangible assets	8	(5,285.03)	(443.69)
Purchase of investments	9A,9B	(7,197.66)	(6,439.84)
Proceeds from sale of investments	9A,9B	1,896.39	7,596.75
Proceeds from sale of short term investments, net	9A,9B	160.99	-
Consideration paid towards acquisition of non-controlling interest in subsidiary, business combinations and asset acquisition, net of cash acquired	38	(564.89)	(15,787.76)
Investment in associate and joint venture		-	(872.77)
Investment in bank deposits, net	15	(7,937.97)	(802.90)
Dividend received	26	129.81	198.58
Interest received	26	2,042.48	1,310.95
Net cash (used in) investing activities (b)		25,849.37	(31,449.77)
Cash flows from financing activities			
Proceeds of short term borrowings, net	18	19,983.61	19,226.62
Proceeds of long term borrowings	18	7,847.91	4,966.29
Repayment of long term borrowings	18	(416.67)	(193.21)
Acquisition of own equity shares by a controlled trust		(289.38)	(119.01)
Payment of dividend to shareholders		(6,463.08)	(5,399.61)
Payment of dividend to non-controlling interests of subsidiaries		(7,066.33)	(9,064.36)
Issuance of share capital including premium (net of issue expenses)	16	43,343.93	1,433.24
Payment of principal portion of lease liabilities	45	(4,029.20)	(4,010.28)
Interest paid on lease liabilities	45	(582.95)	(632.62)
Interest paid		(12,058.79)	(10,054.60)
Net cash generated from/(used in) financing activities (c)		40,269.05	(3,847.54)
Net increase/ (decrease) in cash and cash equivalents (a+b+c)		10,764.48	(16,346.82)

Statement of Consolidated Cash Flow

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	Year ended	Year ended
		March 31, 2025	March 31, 2024
Effect of exchange rate changes on cash and cash equivalents		(797.06)	562.55
Opening balance of cash and cash equivalents (net of bank overdraft)		32,783.04	48,567.31
Cash and cash equivalents at the end of the year		42,750.46	32,783.04
Components of cash and cash equivalents			
Cash on hand	14	74.17	87.43
With banks - on current account and deposits with banks	14	43,463.16	46,061.21
Bank overdraft	18	(786.87)	(13,365.60)
Cash and cash equivalent at the end of the year		42,750.46	32,783.04

Notes:

The statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 "Statement of Cash Flows".

Changes in liability arising from financing activities

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 1st April 2023	Cash flow		Non-cash			As at March 31, 2024
		Additions	Repayment	Amortisation of upfront fees/ Interest expense	Exchange difference	Changes in leases	
Borrowings	57,517.26	24,192.91	(193.21)	-	(592.47)	-	80,924.49
Interest accrued but not due on borrowings	0.25	-	(10,054.60)	10,054.60	36.94	-	37.19
Lease liability	11,825.81	-	(4,642.90)	632.62	(183.01)	3,470.79	11,103.31
	69,343.32	24,192.91	(14,890.71)	10,687.22	(738.54)	3,470.79	92,064.99

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 1st April 2024	Cash flow		Non-cash			As at March 31, 2025
		Additions	Repayment	Amortisation of upfront fees/ Interest expense	Exchange difference	Changes in leases	
Borrowings	80,924.49	27,831.51	(416.67)	-	1,987.84	-	1,10,327.17
	37.19	-	(12,058.79)	12,058.79	-	-	37.19
Interest accrued but not due on borrowings	11,103.31	-	(4,612.15)	582.95	72.85	4,945.92	12,092.88
Lease liability							
	92,064.99	27,831.51	(17,087.61)	12,641.74	2,060.69	4,945.92	1,22,457.24

Summary of material accounting policy information and other explanatory information

The accompanying notes form an integral part of these consolidated financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number: 001076N/N500013

For and on behalf of Board of Directors of

PDS Limited

Deepak Kumar Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025

Summary of material accounting policies and other explanatory information

Note 1: Corporate information

PDS Limited is a Public Limited Company (hereinafter referred as 'the Company') domiciled in India and has its registered office at Unit No.971, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Andheri (East), Mumbai- 400 093 Maharashtra. The Company along with its subsidiaries (collectively referred to as "the Group"), associates and joint ventures is engaged in the trading of garments, investment holding, design, development, marketing, sourcing and distribution of readymade garments of all the kinds and other consumer products worldwide. The Company has its primary listings on the BSE Limited and the National Stock Exchange of India Limited.

Note 2: Statement of compliance

The consolidated financial statements are prepared on an accrual basis under the historical cost convention except for certain financial instruments which are measured at fair value. These consolidated financial statements have been prepared on going concern basis and in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable and the guidelines issued by Securities and Exchange Board of India, to the extent applicable. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements.

The financial statements of the Group for the year ended March 31, 2025 were approved by the Board of Directors and authorised for issue on May 15, 2025.

Going concern: The Board of Directors have considered the financial position of the Group as at March 31, 2025 and the projected cash flows and financial performance of the Group for at least twelve months from the date of these consolidated financial statements and believe that the plan for sustained profitability remains on course.

Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the relevant accounting policies mentioned. The consolidated financial statements are presented in and all values are rounded to the nearest lakhs except where otherwise stated.

Recent accounting pronouncement

The Ministry of Corporate Affairs notifies new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

A. Amended Accounting Standards (Ind AS) and interpretations effective from April 01, 2024.

The MCA has notified below new standards / amendments which were effective from April 01, 2024.

Amendments to Ind AS 116 - Lease liability in a sale and leaseback

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains.

Introduction of Ind AS 117

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Consolidated Financial Statements.

B. Amendment effective for annual reporting periods beginning on or after April 01, 2025.

The MCA has notified below amendment which were effective from April 01, 2025.

Amendment to Ind AS 21- "The Effects of Changes in Foreign Exchange Rates

The amendment specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also requires the disclosure of information that enables users of its consolidated financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's consolidated financial performance, consolidated financial position and consolidated cash flows.

When applying the amendment, an entity cannot restate comparative information.

The amendments will not have a material impact on the Group's financial statements.

Principles of consolidation

The consolidated financial statements relate to the Group. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the subsidiaries, wholly owned foreign subsidiaries, its step down subsidiaries, associates and joint ventures companies used in the consolidation are drawn upto the same reporting date as that of the Group i.e. March 31, 2025.
- (ii) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income

Summary of material accounting policies and other explanatory information

and expenses after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered. The Group controls an entity when the parent has power over the entity, it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

- (iii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company's standalone financial statements.

Non-controlling interest (NCI)

Non-Controlling Interest (NCI) in the equity and results of the entities that are controlled by the Company is shown as a separate item in the Consolidated Financial Statements. The interest of non-controlling shareholders may be initially measured either at fair value or at the non controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the noncontrolling interest having a deficit balance.

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Investments accounted for, using the equity method

Investments accounted for using the equity method are entities in respect of which, the Company has significant influence, but not control, over the financial and operating policies. Generally, a Company has significant influence if it holds between 20 and 50 percent of the voting power of another entity. Investments in such entities are accounted for using the equity method and are initially recognized at cost. The carrying amount of investment is increased/ decreased to recognize investors share of profit or loss of the investee after the acquisition date.

Changes in ownership interest without change in control

The Group treats transactions with Non-Controlling Interests (NCI) that do not result in a loss of control as transactions with equity owners of the Group. A change in

ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of adjustment to non-controlling interest and any consideration paid or received is recognised within equity.

The ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss where appropriate.

Business combinations

Business combinations are accounted for using the acquisition method, except for common control transactions which are accounted using the pooling of interest method that is accounted at carrying values. The acquisition method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. On initial recognition, the assets and liabilities of the acquired subsidiary are included in the Consolidated Balance Sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies. Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquiree at the date of acquisition. Any excess of identifiable net assets over acquisition cost is recognised in the other comprehensive income on the acquisition date and accumulated in equity as capital reserve. Acquisition related costs are accounted for as expenses in the period in which they are incurred and the services are received.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Summary of material accounting policies and other explanatory information

The Details of subsidiaries and its step down subsidiary companies that have been considered in the preparation of the consolidated financial statements are as under:

(i) **PDS Limited, holds the following subsidiaries:**

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Multinational Textile Group Limited	Investments	Mauritius	100.00%	100.00%
Technocian Fashions Private Limited	Sourcing services	India	55.00%	55.00%
DIZBI Private Limited ⁵	Information technology services	India	NA	100.00%
Norlanka Manufacturing India Private Limited	Trading	India	100.00%	100.00%
PDS Brands Private Limited	Trading	India	100.00%	100.00%
DBS Lifestyle India Private Limited	Trading	India	51.00%	51.00%
Pangram Celebrity Brands Private Limited ²	Trading	India	76.00%	NA
Nexstyle Apparel Manufacturing Limited ²	Manufacturing	India	99.99%	NA

(ii) **Multinational Textiles Group Limited holds the following subsidiaries:**

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PDS Sourcing Limited	Investments	Mauritius	100.00%	100.00%
Norwest Industries Limited	Trading	Hong Kong	100.00%	100.00%
Casa Forma Limited	Trading	United Kingdom	100.00%	100.00%
PDS Sourcing Bangladesh Limited (Erstwhile known as Multinational OSG Services Bangladesh Private Limited)	Trading	Bangladesh	99.98%	99.98%
Techno Design GMBH	Trading	Germany	55.00%	55.00%
PDS Ventures Limited, Mauritius	Investments	Mauritius	100.00%	100.00%
Blueprint Design Limited ⁵	Trading	Hong Kong	NA	100.00%
Techno Sourcing BD Limited	Trading	Bangladesh	49.00%	49.00%
PDS Multinational FZCO	Trading	United Arab Emirates	100.00%	100.00%
PDS Manufacturing Limited	Investments	Mauritius	100.00%	100.00%

(iii) **Norwest Industries Limited, holds the following subsidiaries:**

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Nor Lanka Manufacturing Limited ⁴	Manufacturing	Hong Kong	90.50%	100.00%
Northern Apparel Limited (Erstwhile PDS Tailoring Limited)	Trading	Hong Kong	70.00%	70.00%
Spring Near East Manufacturing Company Limited	Trading	Hong Kong	65.00%	65.00%
Design Arc Europe Limited	Trading	Hong Kong	70.00%	70.00%
Rising Asia Star Hong Kong Company Limited	Trading	Hong Kong	100.00%	100.00%
Clover collections Limited	Trading	Hong Kong	100.00%	100.00%
Design Arc Asia Limited ⁴	Trading	Hong Kong	85.00%	98.00%
Kleider Sourcing Hong Kong Limited	Trading	Hong Kong	51.00%	51.00%
PDS Brands Manufacturing Limited	Trading	Hong Kong	100.00%	100.00%
Krayons Sourcing Limited	Trading	Hong Kong	75.00%	75.00%
Sourcing Solutions Limited	Trading	Hong Kong	51.00%	51.00%
Sourcing Solutions Europe BVBA	Trading	Belgium	51.00%	51.00%

Summary of material accounting policies and other explanatory information

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
JJ Star Industrial Limited ⁵	Trading	Hong Kong	NA	57.50%
360 Notch Limited	Trading	Hong Kong	100.00%	100.00%
Twins Asia Limited ⁴	Trading	Hong Kong	85.00%	100.00%
PDS Far-east Limited	Trading	Hong Kong	80.00%	80.00%
Kindred Brands Limited	Trading	Hong Kong	57.50%	57.50%
Styleberry Limited	Trading	Hong Kong	100.00%	100.00%
PDS Far East USA, Inc.	Trading	United States of America	100.00%	100.00%
PDS Fashions Bangladesh Limited	Trading	Bangladesh	100.00%	100.00%
Jcraft Array Limited	Trading	Hong Kong	85.00%	85.00%
Casa Collective Limited	Trading	HongKong	75.00%	75.00%
Brand Collective Limited	Trading	HongKong	70.00%	70.00%

(iv) Design Arc Europe Limited holds the following subsidiary:

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Design Arc Europe SPA	Trading	Spain	100.00%	100.00%

(v) Nor Lanka Manufacturing Company Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Nor Lanka Manufacturing Colombo Limited	Manufacturing	Sri Lanka	100.00%	100.00%
Norlanka Progress Private Limited	Trading	Sri Lanka	100.00%	100.00%

(vi) PDS Sourcing Limited (Erstwhile known as Global Textiles Group Limited) holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Poeticgem Limited ⁴	Trading	United Kingdom	99.00%	100.00%
Zamira Fashion Limited	Trading	Hong Kong	67.00%	67.00%
PG Group Limited	Trading	Hong Kong	51.00%	51.00%
Simple Approach Limited ⁴	Trading	Hong Kong	80.00%	85.00%
PDS Smart Fabric Tech Limited	Trading	Hong Kong	100.00%	100.00%
PDS Asia Star Corporation Limited	Trading	Hong Kong	60.00%	60.00%
Techno Design HK Limited	Trading	Hong Kong	55.00%	55.00%
Poeticgem International Limited ⁴	Trading	Hong Kong	99.00%	100.00%
Poetic Brands Limited	Trading	United Kingdom	60.00%	60.00%
Grupo Sourcing Limited, Hongkong	Trading	Hong Kong	51.00%	51.00%
Design Arc UK Limited	Trading	United Kingdom	85.00%	85.00%
PDS Fashions Limited	Trading	United Kingdom	100.00%	100.00%
PDS Central America Limited (Erstwhile PDS Collective Sourcing Limited)	Trading	Hong Kong	100.00%	100.00%

Summary of material accounting policies and other explanatory information

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Spring Design London Limited	Trading	United Kingdom	100.00%	100.00%
PDS Fashion USA Limited ⁴	Trading	Hong Kong	85.00%	100.00%
Moda & Beyond Limited (Erstwhile Moda and Beyond Limited)	Trading	United Kingdom	63.00%	63.00%
PDS North America Limited (Erstwhile PDS Fashions Hong Kong Limited)	Trading	Hong Kong	100.00%	100.00%
PDS Lifestyle UK Limited	Trading	United Kingdom	100.00%	100.00%
PDS Incubation Company Limited (Erstwhile PDS Sourcing Hong Kong Limited)	Trading	Hong Kong	100.00%	100.00%
Online Enterprise HK Limited (Erstwhile PDS Design Services Limited and PDS Online Enterprise HK Limited)	Trading	Hong Kong	100.00%	100.00%
DBS Lifestyle Limited (Erstwhile PDS Lifestyle Limited)	Trading	Hong Kong	51.00%	51.00%
Angelic-Partners Limited ¹	Trading	Hong Kong	55.00%	NA

(vii) PDS Manufacturing Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Progress Manufacturing Group Limited ⁴	Trading	Hong Kong	87.00%	100.00%
GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Limited) ⁴	Trading	Hong Kong	93.00%	100.00%

(viii) PDS Ventures Limited (Erstwhile MultiTech Venture Limited) (Mauritius) holds the following joint venture:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Digital Internet Technologies Limited	Trading	Hong Kong	50.00%	50.00%

(ix) PG Group Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PG Home Group Limited	Trading	Hong Kong	90.00%	90.00%
PG Shanghai Manufacturer Co. Limited	Trading	China	100.00%	100.00%
PG Group SPA	Trading	CHILE	100.00%	100.00%

Summary of material accounting policies and other explanatory information

(x) PDS Multinational FZCO holds the following subsidiaries;

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Twins Asia FZCO	Trading	United Arab Emirates	85.00%	85.00%
Kleider Sourcing FZCO	Trading	United Arab Emirates	51.00%	51.00%
Design Arc FZCO	Trading	United Arab Emirates	85.00%	85.00%
Clover Collections FZCO	Trading	United Arab Emirates	75.00%	75.00%
Poeticgem International FZCO	Trading	United Arab Emirates	75.00%	75.00%
PG Capital FZE	Investments	United Arab Emirates	100.00%	100.00%
PDS Brands Manufacturing FZCO	Trading	United Arab Emirates	100.00%	100.00%
Collaborative Sourcing Services FZCO	Trading	United Arab Emirates	75.00%	75.00%
PDS Logistics FZCO	Trading	United Arab Emirates	51.00%	51.00%
PDS Radius Brands FZCO	Trading	United Arab Emirates	75.00%	75.00%
PDS Sourcing FZCO	Trading	United Arab Emirates	100.00%	100.00%
The Source Fashions Platform FZCO ⁴	Trading	United Arab Emirates	70.00%	70.00%
Design Hub Sourcing FZCO	Trading	United Arab Emirates	60.00%	60.00%
Infinity Fashion FZCO	Trading	United Arab Emirates	100.00%	100.00%
Spring Near East FZCO ⁵	Trading	United Arab Emirates	85.00%	55.00%
Collective Near East Sourcing Services FZCO	Trading	United Arab Emirates	100.00%	100.00%
DH Sourcing Limited	Trading	United Arab Emirates	60.00%	60.00%
Moda and Beyond FZCO (Erstwhile PDS Design Services FZCO)	Trading	United Arab Emirates	100.00%	100.00%
PDS Design FZCO (Erstwhile PDS Lifestyle FZCO)	Trading	United Arab Emirates	100.00%	100.00%
PDS Global Procurement Service FZCO	Trading	United Arab Emirates	100.00%	100.00%
Onme Soho Health And Beauty FZCO ²	Trading	United Arab Emirates	85.00%	NA
Simple Approach Trading FZCO ²	Trading	United Arab Emirates	75.00%	NA
Tritron Fashion FZCO ²	Trading	United Arab Emirates	60.00%	NA

Summary of material accounting policies and other explanatory information

(xi) PDS Ventures Limited (Erstwhile Smart Notch Industrial Limited) has following Associate

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Loop Digital Wardrobe Limited	Trading	United Kingdom	34.00%	34.00%

(xii) Krayons Sourcing Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
SKOPE Apparels FZCO	Trading	United Arab Emirates	100.00%	100.00%

(xiii) PDS Asia Star Corporation Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PDS Trading (Shanghai) Company Limited	Trading	China	100.00%	100.00%

(xiv) PG Home Group Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PG Home Group SPA	Trading	Chile	100.00%	100.00%

(xv) Simple Approach Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Simple Approach (Canada) Limited	Trading	Canada	100.00%	100.00%
Wonderwall (F.E) Limited, Hongkong	Trading	Hongkong	75.00%	75.00%
Simple Approach Home Limited	Trading	Hongkong	100.00%	100.00%
Home Sourcing Solutions Limited	Trading	Hongkong	100.00%	100.00%
The Brand Group Limited	Trading	Hongkong	100.00%	100.00%
Simple Approach Bangladesh Private Limited	Trading	Bangladesh	100.00%	100.00%

(xvi) Kleider Sourcing HongKong Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Kleider Sourcing Limited Bangladesh	Trading	Bangladesh	99.97%	99.97%

Summary of material accounting policies and other explanatory information

(xvii) Zamira Fashions Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Zamira Fashion Limited Zhongshan	Trading	China	100.00%	100.00%

(xviii) Grupo Sourcing Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Grupo Sourcing Limited, Bangladesh	Trading	Bangladesh	99.98%	99.98%

(xix) GoodEarth Apparel Industries Limited (Erstwhile Green Apparel Industries Limited) holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
GoodEarth Apparels Limited (Erstwhile Green Smart Shirts Limited)	Manufacturing	Bangladesh	99.98%	99.98%

(xx) PDS Ventures Limited (Erstwhile MultiTech Venture Limited) (Mauritius) holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PDS Ventures Limited, HongKong	Investments	Hong Kong	100.00%	100.00%

(xxi) DBS Lifestyle India Private Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Suri Overseas Private Limited	Trading	India	100.00%	100.00%
Pangram Brands Global Private Limited	Trading	India	100.00%	100.00%

(xxii) PDS Ventures Limited (Erstwhile Smart Notch Industrial Limited) (Hongkong) holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Upcycle Labs Limited	Investments	United Kingdom	61.00%	61.00%
Apex Black Limited	Investments	Hong Kong	65.00%	65.00%

Summary of material accounting policies and other explanatory information

(xxiii) Wonderwall (F.E) Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Wonderwall (F.E) Limited, United Kingdom	Trading	United Kingdom	100.00%	100.00%

(xxiv) PDS Lifestyle Limited, United Kingdom holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
New Lobster Limited	Trading	United Kingdom	100.00%	100.00%

(xxv) Brand Group Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Vivere London Limited	Trading	United Kingdom	75.00%	75.00%
Adaptive Fashion Limited (Erstwhile Unhidden-UK LIMITED) ²	Trading	United Kingdom	100.00%	NA
Roksanda UK Limited ¹	Trading	United Kingdom	100.00%	NA

(xxvi) Progress Manufacturing Group Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Progress Apparels (Bangladesh) Limited	Manufacturing	Bangladesh	99.99%	99.99%

(xxvii) 360 Notch Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Smart Notch (Shanghai) Limited	Trading	China	100.00%	100.00%

(xxviii) Poetic Brands Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Recovered Clothing Limited	Trading	United Kingdom	100.00%	100.00%

Summary of material accounting policies and other explanatory information

(xxix) Recovered Clothing Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Sunny Up Limited	Trading	United Kingdom	100.00%	100.00%

(xxx) Design Arc UK holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Lily and Lionel London Limited	Trading	United Kingdom	100.00%	100.00%
Design Arc Brands Limited	Trading	United Kingdom	100.00%	100.00%

(xxxi) Poeticgem International Limited holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Kindred Fashion Limited ⁵	Trading	Canada	NA	100.00%
Poeticgem Europe Limited ⁵	Trading	Ireland	NA	100.00%

(xxxii) Infinity Fashion FZCO holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
INFINITY FASHION TEDARIK HİZMETLERİ ANONİM ŞİRKETİ (Erstwhile GEORGE TEDARIK HİZMETLERİ ANONİM ŞİRKETİ)	Trading	Turkey	100.00%	100.00%

(xxxiii) Techno Design HK Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Techno Design USA LLC	Trading	United States of America	100.00%	100.00%
Fareast Vogue Limited	Trading	Hongkong	100.00%	100.00%
Techno (Shanghai) Trading Company Limited	Trading	China	100.00%	100.00%

(xxxiv) Techno Design Gmbh holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Techno Sourcing Dis Ticaret Anonim Şirketi	Trading	Turkey	100.00%	100.00%

Summary of material accounting policies and other explanatory information

(xxxv) Technocian Fashions Private Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
S.O.T. Garments India Private Limited ⁶	Sourcing services	India	NA	99.99%
S.Oliver Fashion India Private Limited	Sourcing services	India	99.99%	99.99%

(xxxvi) Brand Collective Limited (Erstwhile PDS H2GO Glove Manufacturing Limited) holds the following subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Brand Collective Corporation Limited	Trading	India	100.00%	100.00%

(xxxvii) PDS Limited holds the following Joint Venture:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Digital Ecom Techno Private Limited	Trading	India	42.14%	42.14%

(xxxviii) PG Capital FZE holds the following joint ventures:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Yellow Octopus EU SA (Joint Stock Company)	Trading	Poland	50.00%	50.00%
Yellow Octopus Ventures FZCO	Trading	Poland	50.00%	50.00%

(xxxix) PDS Multinational FZCO holds the following joint venture:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Yellow Octopus Circular Solutions LIMITED (Erstwhile Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)	Trading	United Kingdom	50.00%	50.00%

(xxxx) Spring Design London Limited holds the following subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Nodes Studio LDA ⁵	Trading	India	NA	75.00%
Progressive Crusade Unipessoal LDA	Trading	India	60.00%	60.00%

(xxxxi) Multinational Textiles Group Limited holds the following associate:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
GWD Enterprises Limited	Trading	United Kingdom	25.00%	25.00%

Summary of material accounting policies and other explanatory information

(xxxxii) Nor Lanka Manufacturing Limited holds the following associate:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Nobleswear (Private) Limited	Trading	Sri Lanka	26.00%	26.00%

(xxxxiii) Poetic Brands Limited holds the following associate:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Mambo Leisure Masters Limited	Trading	Sri Lanka	20.00%	20.00%

(xxxxiv) Yellow Octopus Ventures FZCO holds the following Associate:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Reflaunt Pte Limited	Trading	Singapore	26.00%	26.00%

(xxxxv) Sunny Up Limited holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Sunny Up US Limited ²	Trading	United States of America	100.00%	NA

(xxxxvi) Design Arc Brands Limited holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
LillyandSid Limited	Trading	United Kingdom	55.00%	55.00%

(xxxxvii) PROGRESSIVE CRUSADE UNIPessoal LDA holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Positive Materials Limited ²	Trading	United Kingdom	100.00%	NA

(xxxxviii) PDS Smart Fabric Tech Limited holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Onme Soho Health and Beauty Limited ²	Trading	United Kingdom	100.00%	NA

Summary of material accounting policies and other explanatory information

(xxxxviii) Online Enterprise HK Limited holds the following Subsidiaries:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
OLE Fashion Limited (Erstwhile PDS Online Enterprise UK Limited) ²	Trading	United Kingdom	100.00%	NA

(xxxxix) Northern Apparel Limited holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Northern Brands Limited (Erstwhile Subtract Retail Limited) ²	Trading	United Kingdom	100.00%	NA

(xxxxx) PDS Far East USA, Inc. holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PDS North America LLC ²	Trading	United States of America	100.00%	NA
New Lobster USA LLC ²	Trading	United States of America	100.00%	NA

(xxxxxi) Brand Collective Corporation Limited, holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Brand Collective Bcpt, Unipessoal LDA ²	Trading	Portugal	100.00%	NA

(xxxxxiii) PDS Brands Manufacturing FZCO holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PDS MEA Limited ²	Trading	Egypt	99.98%	NA

(xxxxxiv) OLE Fashion Limited holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PDS Online Enterprise USA Inc ²	Trading	Egypt	100.00%	NA

(xxxxxv) The Source Fashions Platform FZCO holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Sne Moda Tasarim Sanayi Ve Ticaret Anonim Sirketi ²	Trading	Turkey	100.00%	NA

Summary of material accounting policies and other explanatory information

(xxxxxvi) Pangram Celebrity Brands Private Limited holds the following Subsidiary:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
Kontemporary Concepts Private Limited ²	Trading	India	99.99%	NA

Controlled Trust

(xxxxxvii) PDS Limited holds the following Trust:

Name of the entity	Principal activity	Country of incorporation	% of voting power held as at March 31, 2025	% of voting power held as at March 31, 2024
PDS Multinational Fashions ESOP Trust	Trust	India	100.00%	100%

Notes:

- 1 Acquired during the year
- 2 Incorporated during the year
- 3 Acquired stake from the non-controlling interests during the year
- 4 Divested stake to non-controlling interests during the year
- 5 Entity dissolved during the year
- 6 Entity merged during the year

Note 3: Material accounting policies

a) The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these consolidated financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

b) Material accounting judgements, estimates and assumptions:

In the process of applying the Group's accounting policies, management has made the following judgements, estimates and assumptions which have the most significant effect on the amounts recognised in the consolidated financial statements:

Judgements:

- i Useful lives of property, plant and equipment and intangible assets

The useful life and residual value of plant, property and equipment and intangible assets are determined based on technical evaluation made by the management of the expected usage of the asset, the physical wear and tear and technical or commercial obsolescence of the asset. Due to the judgements involved in such estimations, the useful life and

residual value are sensitive to the actual usage in future period.

Estimates and assumptions:

i Current tax and deferred tax

Significant judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are recorded accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets relating to certain temporary differences and tax losses are recognised as management considers it probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectations are different from the original estimates, such differences will impact on the recognition of deferred tax assets and deferred tax in the periods in which such estimates have been changed.

ii Impairment of inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes provision for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The assessment of the provision

Summary of material accounting policies and other explanatory information

amount required involves management judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the inventories and the provision charge/write-back of provision for obsolete and slow-moving inventory items in the period in which estimate has been changed.

iii Impairment of goodwill

Goodwill recognized on business combination are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or the cash generating unit to which these pertain is less than the carrying value. The recoverable amount of the asset or the cash generating units is higher of value-in-use and fair value less cost of disposal. The calculation of value in use of an asset or a cash generating unit involves use of significant estimates and assumptions which include turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

iv Valuation of financial instruments

When the fair value of financial assets and financial liabilities recorded in the Statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing the fair values. The judgements include consideration of inputs such as liquidity risks, credit risks and volatility in market. Changes in assumptions about these factors could affect the reported fair value of the financial instruments.

v Provision for expected credit losses (ECL) on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type and customer type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic condition (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 48 to the consolidated financial statements.

vi Leases – estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

vii Share based compensation

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. The Group initially measures the cost of cash-settled transactions with employees using a Black Scholes model to determine the fair value of the liability incurred. For cash-settled share-based payment transactions, the liability needs to be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognised in profit or loss. This requires a reassessment of the estimates used at the end of each reporting period. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses a Black Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 48.

viii Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By virtue

Summary of material accounting policies and other explanatory information

of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

ix Impairment of financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit and Loss.

x Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in statement of profit and loss.

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's

carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

c) Current versus non-current classification

The Group presents assets and liabilities in the Balance Sheet based on a current/ non-current classification.

Assets:

An asset is treated as current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle.
- ii) Held primarily for the purpose of trading
- iii) Expected to be realized within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liabilities:

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle: The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the operation, the group has identified twelve months as its operating cycle.

d) Property, plant and equipment (PPE)

Property, plant and equipment, capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-

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recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss within other income or expense (as applicable).

Subsequent costs: The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in statement of profit and loss as and when incurred.

Decommissioning costs : The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of property, plant and equipment that are not ready for their intended use at the reporting date.

Depreciation:

Depreciation on PPE, except leasehold improvements, is provided on straight-line method over the estimated useful lives of assets. Depreciation for assets purchased / sold during a period is proportionately charged to Statement of Profit and Loss. Leasehold improvements are amortized over the lease term or the useful life of the assets, whichever is earlier.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful lives	
	India*	Foreign entities
Furniture and fixtures	10 years	3 - 5 years
Office equipments	5 years	5 years
Vehicles	8 years	3 years
Buildings	60 years	33 years
Computers	3 years	3 - 5 years
Plant and machinery	NA	4 - 5 years

* As per Schedule II to the Companies Act, 2013.

Freehold land is not depreciated.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes indicate the carrying value may not be recoverable. If any such indication exists and carrying values exceed recoverable amounts such assets are written down to their recoverable amounts.

e) Intangible assets

Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses. Goodwill is tested for impairment annually as at March 31, and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Goodwill is not amortised.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Asset	Useful lives	
	India	Foreign entities
Intangibles	NA	5 years

f) Borrowing costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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g) Foreign currencies

Functional and presentational currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated financial statements are presented in Indian Rupees (₹) which is Group's presentation currency unless stated otherwise.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss in the period in which they arise and these are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that consolidated Balance Sheet.
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in Other Comprehensive Income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in Other Comprehensive Income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

g) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in its consolidated balance sheet. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its consolidated balance sheet, depending on whether something other than the passage of time is required before the consideration is due.

Recognising revenue from major business activities

Sale of goods

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon shipment or on delivery at the customer premises and on completion of performance obligation. Revenue is recognised at a transaction price allocated to the extent of performance obligation satisfied after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Company is unable to make a reasonable estimate

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of return, revenue is recognised when the return period lapses or a reasonable estimate can be made.

Other operating revenues and other income

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Investment income

Investment income is recognized as and when the right to receive the same is established.

Handling fee income

Handling fee income is recognized in the period in which the services are rendered.

Commission income and management income

Commission income is recognized when the services are rendered.

Dividend income

Dividend income is recognized when the right to receive payment is established.

Rental income

Rental income is recognized when services are rendered and same becomes chargeable. Service Income comprises amounts billed for leasing out the property and other support services rendered to entities in accordance with terms of agreements entered into with them.

Export incentives

Export incentives are recognized as income when the Company is entitled to the incentive as per the terms of the scheme in respect of the exports made and where it is probable that the Company will collect such incentive proceeds.

Any other income is recognized on an accrual basis.

i) Inventories

The cost of inventories is based on the First-In, First-Out (FIFO) principle and include expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of work in progress cost include an appropriate share of production overhead based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

j) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease terms and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date of the relevant component, where such lease exists, because the interest rate implicit in the lease is not readily determinable. After the commencement date, the

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amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short term leases

The Group applies the short-term lease recognition practical expedient to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the Statement of Profit and Loss so as to provide a constant periodic rate of charge over the lease terms.

k) Employee benefits

Short-term employee benefits: All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. When an employee has rendered service to the Group during an accounting period, the Group recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense unless another Ind AS requires or permits the inclusion of the benefits in the cost of an asset. Benefits such as salaries, wages and short-term compensated absences, bonus and ex-gratia etc. are recognised in Statement of Profit and Loss in the period in which the employee renders the related service.

Defined contribution plan: A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution scheme and contributions paid / payable are recognised as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Defined benefit plan: A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Group accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities.

Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other Comprehensive Income in the Statement of Profit and Loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

- In case of foreign subsidiaries

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the

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amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The calculation is performed annually by a qualified actuary using the projected unit credit method.

Other long-term benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/ losses, if any, are recognised immediately in the Statement of Profit and Loss.

Share based Compensation

The Group has equity-settled share-based remuneration plans for its employees. Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to equity. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

For cash-settled share-based payments, the fair value of the amount payable to employees is recognised as employee benefits expense with a corresponding increase in liabilities, over the vesting period. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expense.

The Group has created an Employee Benefit Trust for providing share-based payment to its employees. The Group uses the Trust as a vehicle for distributing shares to employees under the employee remuneration schemes. The Trust buys shares of the Group from the market, for giving shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying

amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are satisfied with treasury shares.

l) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of;

- i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;
- ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

m) Financial instruments

i) Recognition and initial measurement

The Group initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

ii) Classification and subsequent measurement

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivables that do not contain a significant financing component are measured at transaction price.

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Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the nature of these instruments.

Investment in equity shares / reference shares in joint venture and associates is carried at cost in the financial statements.

iii) Derecognition

Financial assets

A financial asset (or, where applicable, a part of a financial asset) is derecognised (i.e. removed from the Group's Balance Sheet) when:

- (i) The contractual rights to receive cash flows from the asset has expired, or
- (ii) The Group has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

n) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in statement of profit and loss.

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

o) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption

Summary of material accounting policies and other explanatory information

that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

p) Taxes

Income tax comprises current and deferred tax. It is recognised in the Statement of Profit or Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period in the respective jurisdiction/ country. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Summary of material accounting policies and other explanatory information

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

q) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash balance on hand, cash balance at banks and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management. (If any)

r) Earnings per share (EPS)

In determining earnings per share, the Group considers the net profit after tax and includes the post tax effect of any extra ordinary items.

- Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating diluted earning per share, the number of shares comprises of weighted average shares considered for deriving basic earning per share and also the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. A transaction is considered to be antidilutive if its effect is to increase the amount of EPS, either by lowering the share count or increasing the earnings.

s) Segment reporting

The Group has the policy of reporting the segments in a manner consistent with the internal reporting provided to the Chief Decision Maker. The Chief Decision Maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 4 : Property, plant and equipment

Particulars	Freehold land	Buildings	Plant and machinery	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipments	Computers	Right to use assets	Total
Gross Carrying Value										
Balance as at April 01, 2023	866.85	10,593.61	11,203.23	5,962.50	4,259.30	577.25	9,971.41	2,004.01	21,646.92	67,085.08
Additions/ transfers during the year	22.04	401.36	1,365.20	810.49	637.87	440.69	778.94	405.25	3,206.12	8,067.96
Disposals during the year	-	-	(1.53)	(61.56)	(12.44)	(86.04)	(17.13)	(38.75)	-	(217.45)
Effect of changes in exchange rates	(13.89)	4.19	78.19	78.27	30.51	9.96	82.98	14.85	374.74	659.80
Balance as at March 31, 2024	875.00	10,999.16	12,645.09	6,789.70	4,915.24	941.86	10,816.20	2,385.36	25,227.78	75,595.39
Additions/ transfers during the year	-	112.72	413.67	1,028.34	16,475.92	149.32	1,152.47	909.10	5,698.18	25,939.72
Disposals during the year	-	-	(1,502.20)	(984.49)	(4.13)	(0.01)	(127.88)	(40.96)	(1,592.98)	(4,252.65)
Effect of changes in exchange rates	(67.83)	(288.52)	(529.68)	40.22	137.34	21.24	11.28	(29.58)	219.74	(485.79)
Balance as at March 31, 2025 (A)	807.17	10,823.36	11,026.88	6,873.77	21,524.37	1,112.41	11,852.07	3,223.92	29,552.72	96,796.66
Accumulated depreciation										
Balance as at April 01, 2023	-	2,765.07	5,025.45	3,728.83	2,102.99	400.05	6,554.25	1,294.77	10,212.00	32,083.41
Depreciation charge for the year	-	520.89	946.87	716.58	736.49	109.16	1,067.12	366.88	4,127.31	8,591.30
Disposals during the year	-	-	(0.72)	(3.50)	-	(22.83)	(2.40)	(30.00)	-	(59.45)
Effect of changes in exchange rates	-	1.44	65.81	67.69	24.87	7.12	72.89	8.40	315.28	563.50
Balance as at March 31, 2024	-	3,287.40	6,037.41	4,509.60	2,864.35	493.50	7,691.86	1,640.05	14,654.59	41,178.76
Depreciation charge for the year	-	606.33	1,225.70	792.08	1,011.34	120.97	1,053.87	434.18	4,219.05	9,463.52
Disposals during the year	-	-	(1,273.82)	(933.01)	-	-	(78.19)	(35.09)	(749.87)	(3,069.98)
Effect of changes in exchange rates	-	(101.96)	(400.72)	39.40	33.57	14.50	49.04	(13.03)	51.21	(327.99)
Balance as at March 31, 2025 (B)	-	3,791.77	5,588.57	4,408.07	3,909.26	628.97	8,716.58	2,026.11	18,174.98	47,244.31
Net book value										
Balance as at March 31, 2025 (A - B)	807.17	7,031.59	5,438.31	2,465.70	17,615.11	483.44	3,135.49	1,197.81	11,377.74	49,552.35
Balance as at March 31, 2024	875.00	7,711.76	6,607.68	2,280.10	2,050.89	448.36	3,124.34	745.31	10,573.19	34,416.64

*The buildings situated in Hong Kong and United Kingdom((Norwest Industries Limited and PDS Fashion Limited, the subsidiaries of the Company) are pledged to secure the general banking facilities granted to the subsidiaries of the Group. The details are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Gross carrying value	20,735.85	3,909.04
Less: Accumulated depreciation	1,771.72	1,333.55
Net book value	18,964.13	2,575.49

(i) The Company does not have immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

Note 5 : Capital work in progress

Particulars	As at March 31, 2025	As at March 31, 2024
Balance in the beginning of the year	11,461.04	415.65
Addition during the year	141.88	11,033.72
Capitalisation during the year	(11,736.43)	(115.12)
Effect of changes in exchange rates	265.26	126.79
Balance as at the year end	131.75	11,461.04

Ageing of Capital work in progress

Particulars	31-Mar-25				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	131.75	-	-	-	131.75
Projects temporarily suspended	-	-	-	-	-
	131.75	-	-	-	131.75

Particulars	31-Mar-24				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	11,160.51	209.62	90.91	-	11,461.04
Projects temporarily suspended	-	-	-	-	-
	11,160.51	209.62	90.91	-	11,461.04

*There are no projects in progress under 'Capital work in progress' whose completion is overdue or has exceeded its cost compared to its original plan.

Note 6 : Investment property

Particulars	Freehold land	Building	Total
Gross carrying amount			
Balance as at April 01, 2023	68.81	2,654.95	2,723.76
Additions during the year	-	151.49	151.49
Balance as at March 31, 2024	68.81	2,806.44	2,875.25
Additions during the year	-	459.40	459.40
Balance as at March 31, 2025	68.81	3,265.84	3,334.65
Accumulated depreciation			
Balance as at April 01, 2023	-	247.76	247.76
Depreciation charge for the year	-	65.09	65.09
Balance as at March 31, 2024	-	312.85	312.85
Depreciation charge for the year	-	92.02	92.02
Balance as at March 31, 2025	-	404.87	404.87
Net book value			
Balance as at March 31, 2025	68.81	2,860.97	2,929.78
Balance as at March 31, 2024	68.81	2,493.59	2,562.40

a) Fair value

Particulars	Freehold land	Building	Total
Balance as at March 31, 2025	4,987.50	2,975.48	7,962.98
Balance as at March 31, 2024	4,672.10	2,601.20	7,273.30

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

b) Information regarding income and expenditure pertaining to investment properties of the Group is as under:

Particulars	As at March 31, 2025	As at March 31, 2024
Rental Income derived from investment property	456.45	357.69
Less: Direct operating expenses	295.39	305.43
Profit from investment property before depreciation	161.06	52.26
Less: Depreciation	92.02	65.09
Profit/ (loss) from investment property	69.04	(12.83)

c) Minimum lease rent receivable: In respect of investment property of the Group given on lease, the future minimum lease payments receivable for non-cancellable period is as under:

Particulars	As at March 31, 2025	As at March 31, 2024
Not later than 1 year	212.04	125.94
Later than 1 year but not later than 5 years	311.42	195.07
Total	523.46	321.01

- d) The Group's investment property comprises property situated at Udyog Vihar, Gurugram, Haryana, India. The Management has determined that the investment property consists of two class of assets - Land and building - based on the nature, characteristics and risks of the property.
- e) The fair valuation of the said property is based on current prices in the active market for similar properties. The main input used are quantum, area, location, population, profile of surrounding developments, negotiations, connectivity and accessibility.
- f) The fair value of investment property is ₹ 7,962.98 (March 31, 2024: ₹ 7,273.30) and the same has been determined by an external independent registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. Fair valuation of investment property is based on the direct comparison approach for land and depreciated replacement cost method for built up structure. The fair value measurement is categorized in Level 3 of fair value hierarchy.
- g) As at March 31, 2025 the investment property is pledged to secure the general banking facilities granted by Bajaj Finance Limited.

Note 7 : Goodwill

Particulars	Amount
Gross carrying amount	
Balance as at April 01, 2023	7,981.27
Acquisition of a subsidiary	2,308.96
Effect of changes in exchange rates	116.91
Balance as at March 31, 2024	10,407.14
Acquisition of a subsidiary	249.20
Effect of changes in exchange rates	209.33
Balance as at March 31, 2025	10,865.67

Allocation of goodwill to Cash Generating Units (CGU)

Particulars	As at March 31, 2025	As at March 31, 2024
Poeticgem, Poeticgem International, Poetic Brands, Design Arc UK and Design Arc Asia	2,228.30	2,176.55
Simple Approach Limited	1,938.11	1,893.10
DBS Lifestyle India Private Limited	1,603.26	1,603.26
Nor Lanka Manufacturing Limited	990.79	967.78
Lilly and Sid Limited	683.09	667.23
Upcycle labs Limited	571.21	557.94
Sunny up Limited	541.56	528.98

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Sourcing Solutions BVBA	333.94	326.18
Infinity Fashion FZCO	265.34	259.17
PDS Radius Brands FZCO	301.40	294.40
Vivere London Limited	192.73	188.25
Wonderwall (F.E) Limited	966.75	944.30
Angelic Partner	51.42	-
Subtract Retail Limited	197.77	-
	10,865.67	10,407.14

Impairment testing for Goodwill

For impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Company's operating segment. Goodwill is tested for impairment at least annually in accordance with the Company's procedure for determining the recoverable value of each CGU.

The recoverable amount of the CGU is determined on the basis of Fair Value Less Cost of Disposal (FVLCD). The FVLCD of the CGU is determined based on the discounted cash flow approach, using the discount rate and terminal income growth rate from unobservable market data by an accredited independent valuer for the year ended March 31, 2025. The discount rate applied to the cash flow projections is within the range of 10.00%-22.50% and cash flows beyond the five-year period were extrapolated using a growth rate of 3.00%-7.00%.

As at March 31, 2025, the estimated recoverable amount of the CGU exceeded its carrying amount. Reasonable sensitivities in key assumptions is unlikely to cause the carrying amount to exceed the recoverable amount of the CGUs.

Note 8 : Intangible assets

The following table presents the reconciliation of changes in the carrying value of other intangible assets in the Group:

Particulars	Computer software	Trade marks	Total
Gross carrying amount			
Balance as at April 01, 2023	4,314.60	0.90	4,315.50
Add: Addition during the year	985.13	-	985.13
Less: Disposals during the year	(203.80)	-	(203.80)
Effect of changes in exchange rates	50.90	-	50.90
Balance as at March 31, 2024	5,146.83	0.90	5,147.73
Add: Addition during the year	5,285.03	-	5,285.03
Effect of changes in exchange rates	(32.15)	-	(32.15)
Balance as at March 31, 2025	10,399.71	0.90	10,400.61
Amortisation			
Balance as at April 01, 2023	1,404.30	0.90	1,405.20
Add: Amortisation charge for the year	686.42	-	686.42
Effect of changes in exchange rates	18.57	-	18.57
Balance as at March 31, 2024	2,109.29	0.90	2,110.19
Add: Amortisation charge for the year	1,518.31	-	1,518.31
Effect of changes in exchange rates	24.49	-	24.49
Balance as at March 31, 2025	3,652.09	0.90	3,652.99
Net carrying value			
Balance as at March 31, 2025	6,747.62	-	6,747.62
Balance as at March 31, 2024	3,037.54	-	3,037.54

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 9A : Investments

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non-current	Current	Non-current	Current
Fair value through profit or loss (refer note 'a' below)				
Equity investments - refer note (i) and (vi) below	57.00	1,387.21	57.00	486.24
Debt investments - refer note (ii) below	-	2,402.07	-	880.23
Investment in convertible notes - refer note (iii) below	2,820.84	-	2,284.85	-
Investment in funds - refer note (iv) below	7,255.93	-	4,732.42	-
Other investments - refer note (v) below	3,338.22	-	3,134.74	-
Total (A)	13,471.99	3,789.28	10,209.01	1,366.47
Fair value through other comprehensive income				
Equity instruments (refer note 'b' below)	21,767.12	-	23,083.46	-
Total (B)	21,767.12	-	23,083.46	-
Total [C= (A+B)]	35,239.11	3,789.28	33,292.47	1,366.47
Aggregate amount of quoted investments and market value	47.94	3,789.27	46.62	1,366.47
Aggregate amount of unquoted investments	35,191.17	0.01	33,245.85	-
Aggregate amount of impairment in value of investments	-	-	-	-
	35,239.11	3,789.28	33,292.47	1,366.47

Note:

a) Financial assets at fair value through profit or loss :

- The listed equity instruments as at March 31, 2025 and March 31, 2024 were classified as financial assets at fair value through profit or loss as they were held for trading.
- The listed debt instruments as at March 31, 2025 and March 31, 2024 were classified as financial assets at fair value through profit or loss as they were held for trading.
- The convertible notes as at March 31, 2025 and March 31, 2024 were designated, upon initial recognition, as financial assets at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management and investment strategy.
- The investment in funds as at March 31, 2025 and March 31, 2024 were designated, upon initial recognition, as financial assets at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management and investment strategy.
- The other investments were designated, upon initial recognition, as financial assets at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management and investment strategy, and information about the investments is provided on that basis to the Group's key management personnel. As at March 31, 2025, the Group's other investments with an aggregate carrying value of ₹ 3,338.22 (March 31, 2024: ₹ 3,134.74) were pledged to secure the general banking facilities granted to the Group.
- The below mentioned equity investments as at March 31, 2025 were designated by the Group as financial assets at fair value through profit or loss and are stated at fair value.

Particulars	As at March 31, 2025	As at March 31, 2024
Equity investments, at fair value		
Parc designs private limited 570,000 equity shares of ₹10 each (March 31, 2024: 570,000) equity shares of ₹10 each	57.00	57.00
Investment in equity shares of listed companies	1,387.21	486.24
Total	1,444.21	543.24

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as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

b) Financial assets at fair value through other comprehensive income:

Equity investments, at fair value

Name of the investee entity	Investment instrument	As at March 31, 2025	As at March 31, 2024
Alacrity Law Limited	Equity Shares	458.16	346.50
Atterley.Com Holding Limited	Equity Shares	-	538.59
Brand Kreations Limited	Equity Shares	1,731.83	1,881.19
Cerebra Technologies, Inc.	Preference shares	58.60	57.05
Ethical Fashion Group Limited	Equity Shares	44.06	198.96
Fertifa Limited	Equity Shares	151.63	145.43
Good On You Pty Limited	Equity Shares	156.48	214.70
Materra Ltd	Equity Shares	3,980.30	5,940.01
M-Xr Limited	Equity Shares	777.45	158.83
Style Theory Private Limited	Compulsory convertible preference shares	81.96	71.50
Symbioco Limited	Equity Shares	317.99	304.98
War Paint Men'S Grooming Limited	Equity Shares	142.73	136.90
Clinova Limited	Equity Shares	222.42	653.80
Juhu Exchange Limited	Preference Shares	252.34	315.51
Bedfolk Limited	Equity Shares	480.22	460.58
Big Thinx, Inc.	Equity Shares	1,750.58	1,920.13
Fabacus Holdings Limited	Equity Shares	160.01	103.23
Brandlab 360 Inc	Equity Shares	118.18	77.46
Brawn Power Limited	Equity Shares	74.74	71.68
Co Commerce Shopping Platdorm Limited	Equity Shares	245.56	249.82
By Rotation Limited	Equity Shares	55.20	52.94
City Brands Limited	Equity Shares	-	52.97
Coat Trading Limited	Equity Shares	85.39	81.90
Fable Home Inc.	Equity Shares	1,054.84	1,063.43
Lukla Inc	Equity Shares	213.66	208.51
Haeckels Limited	Equity Shares	302.50	290.13
Hide Biotech Limited	Equity Shares	239.14	76.88
Kavida Technologies Limited	Equity Shares	145.09	198.00
Love The Sales Limited	Equity Shares	351.93	576.36
Maude Group Inc.	Equity Shares	634.22	645.22
Ray Studios Limited	Equity Shares	70.48	63.63
Asian Court Holding Inc.	Equity Shares	138.11	123.85
To The Marekt Inc.	Equity Shares	831.09	477.62
True Capital - Zwift LP Share	Equity Shares	373.67	389.87
Unmind Limited	Equity Shares	152.91	146.66
Zen Industries Limited	Equity Shares	148.32	199.46
Monolith AI Limited	Preference shares	304.58	213.99
Buzz Solutions, Inc	Preference shares	129.24	219.87
Unspun Limited	Preference shares	245.08	167.32
Viabot, Inc	Equity Shares	158.27	136.93
Arpalus Limited	Equity Shares	27.20	27.67
Inde Wild Inc	Equity Shares	171.30	134.68
Urban Legend Inc	Equity Shares	68.08	65.29
Awe Inspired Inc	Equity Shares	412.07	419.21
Shell Works Inc	Equity Shares	201.73	205.23
Colorfix Limited	Preference shares	131.22	275.63
Smartex corporation	Preference shares	85.22	282.43
IVY Connect, Inc	Preference shares	-	8.05
Fabacus holding limited	Equity Shares	556.21	480.95
Evrnu, SPC	Equity Shares	297.37	306.69
10 Club Pte Limited	Preference shares	-	166.81
Sheep Inc	Equity Shares	153.46	273.16

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as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the investee entity	Investment instrument	As at March 31, 2025	As at March 31, 2024
Regeneration SRL	Equity Shares	46.22	45.26
Angel Hub - Cerqular	Equity Shares	21.36	20.85
Sereto Limited	Equity Shares	125.09	66.02
COCO Inc	Equity Shares	110.40	52.94
Nefa Holdings Inc	Equity Shares	23.11	22.63
Gaudy Food Inc	Equity Shares	345.81	271.76
Seachange Inc	Equity Shares	165.60	158.83
Sparxell Inc	Equity Shares	-	105.89
Dyerecycle Inc	Equity Shares	226.40	89.99
PolyOps, Inc (Cerebra)	Equity Shares	58.72	56.71
Oxyway Limited	Equity Shares	277.36	211.77
Frontier Knitters Private Limited	Equity Shares	102.62	102.62
Matereal Inc	Equity Shares	42.72	-
BCF LLP in Trust - Tira Inv	Equity Shares	215.16	-
NATURAL FIBER WELDING	Equity Shares	170.91	-
Pattern Project	Equity Shares	55.20	-
Moonsift	Equity Shares	41.21	-
Selectika (Ask Lily)	Equity Shares	82.80	-
Nature Coating	Equity Shares	465.49	-
Messa Tech (Northbound)	Equity Shares	248.09	-
Total		21,767.11	23,083.46

The Group has designated the above investments as financial assets at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

Note 9B : Investments accounted for using the equity method

Particulars	As at March 31, 2025	As at March 31, 2024
Interest in joint ventures (refer note 'a' below)	10,436.23	10,041.55
Interest in associates (refer note 'b' below)	788.87	1,006.47
Total	11,225.10	11,048.02

a) Investment in Joint ventures

Name	Investment details	Place of registration	Percentage of voting rights	Carrying value		Principal activities
				March 31, 2025	March 31, 2024	
Digital Ecom Techno Private Limited	Authorised share capital of ₹ 100.00	India	50%	116.02	110.58	E-commerce
Digital Internet Technologies Limited	Registered capital of USD 10,000	Hong kong	50%	-	-	
Yellow Octopus EU SA (Joint stock Company)	Registered capital of PLN 100,000 (₹ 19.01)	Poland	50%			
Yellow Octopus Ventures FZCO	Registered capital of AED 10,000 (₹ 2.27)	United Kingdom	50%	10,320.21	9,930.98	Trading of garment products
Yellow Octopus Circular Solutions Limited (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)	Registered capital of GBP 10,000 (₹ 10.14)	United Kingdom	50%			

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(All amounts in ₹ lakhs, unless otherwise stated)

b) Investment in Associates

Name	Investment details	Place of registration	Percentage of voting rights	Carrying value		Principal activities
				March 31, 2025	March 31, 2024	
Loop Digital Wardrobe Limited	GBP 200,000 (₹ 202.78)	United Kingdom	34.00%	119.47	128.12	Trading of garments
GWD Enterprises Limited	USD 800,070 (₹ 657.52)	United Kingdom	25.00%	-	-	
Reflaunt Pte Limited	USD 750,000 (₹ 616.37)	Singapore	50.00%	-	-	Trading of garments on e-commerce platform
Nobleswear Private Limited	USD 1,040,000 (₹ 850.81)	Sri Lanka	26.00%	652.84	862.55	Manufacturing & Trading of garments
Mambo Leisure Masters Limited	GBP 15,000 (₹ 15.79)	United Kingdom	20.00%	16.56	15.79	Ownership and licencing of intellectual property

Note 10 : Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current (unsecured, considered good)		
Security deposits (refer to note 'a' below)	20.41	14.78
Deposits with remaining maturity of more than 12 months (refer to note 'b' below)	331.01	331.01
Others	355.51	680.39
Total (A)	706.93	1,026.18
Current (unsecured, considered good)		
Security deposits (refer to note 'a' and 'c' below)	3,307.22	2,095.66
Interest accrued but not due	342.48	371.22
Dues from related party (refer note 36)	1,493.09	1,420.39
Derivative financial instruments (refer note 38)	52.83	149.07
Others	7,262.32	4,938.41
Unbilled revenue	1,062.20	523.26
Total (B)	13,520.14	9,498.01
Total (A+B)	14,227.07	10,524.19

- a) The Group has determined its security deposits are not in the nature of loans and accordingly have been classified as part of other financial assets.
- b) Deposits amounting to ₹ 331.00 (March 31, 2024 : ₹ 331.00) are pledged to secure the long term borrowing. The pledged time deposits are deposited with creditworthy bank with no history of default.
- c) During the year, the Company has made the deposits with M/s Equentia Financial Service Private Limited amounting to 200.00 (March 31, 2024 : Nil) to obtain the factoring facility. The deposits is with the creditworthy financial institution with no history of default.

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 11 : Other assets

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Capital advances	309.75	150.86
Total (A)	309.75	150.86
Current		
Balance with government authorities	1,913.22	729.93
Prepaid expenses	12,565.37	6,629.09
Advances to suppliers	9,264.09	5,519.04
Advances to employees	2,070.74	2,327.18
Total (B)	25,813.42	15,205.24
Total (A+B)	26,123.17	15,356.10

Note 12: Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials	14,576.88	13,992.98
Work in progress	2,829.82	5,057.11
Finished goods	24,574.48	8,605.97
Goods-in-transit*	6,362.88	5,207.77
Total	48,344.06	32,863.83

Note: Write-downs of inventories to net realisable value on account of slow moving and obsolete items amounted to Nil (March 31, 2024: ₹ 211.70). These were recognized as an expense during the previous year and were included in cost of material consumed.

*Goods-in-transit includes finished goods.

Note 13 : Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Trade receivable considered good - secured	-	-
(b) Trade receivable considered good - unsecured	1,85,993.46	1,67,713.55
(c) Trade receivable which have significant increase in credit risk	-	-
(d) Trade receivable - credit impaired	2,979.63	1,613.84
	1,88,973.09	1,69,327.39
Less: Allowance for expected credit loss	2,979.63	1,613.84
Total	1,85,993.46	1,67,713.55

- No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.
- Note 41(B)(i) includes disclosures relating to the credit risk exposures and analysis relating to the allowance for expected credit losses.
- Trade receivables are generally on terms of ranging between 90 to 135 days.

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

d) Trade receivable ageing schedule:

Particulars	As at March 31, 2025						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	1,34,091.56	48,567.70	1,247.77	1,719.02	65.80	301.61	1,85,993.46
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	173.31	310.83	953.27	1,542.22	2,979.63
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	1,34,091.56	48,567.70	1,421.08	2,029.85	1,019.07	1,843.83	1,88,973.09
Less: - Allowance for expected credit loss (B)							2,979.63
Total (A-B)	1,34,091.56	48,567.70	1,421.08	2,029.85	1,019.07	1,843.83	1,85,993.46

Particulars	As at March 31, 2024						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	1,11,061.43	53,148.77	1,930.14	145.02	0.64	1,427.55	1,67,713.55
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	609.66	1,004.18	1,613.84
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	1,11,061.43	53,148.77	1,930.14	145.02	610.30	2,431.73	1,69,327.39
Less: - Allowance for expected credit loss (B)							1,613.84
Total (A-B)	1,11,061.43	53,148.77	1,930.14	145.02	610.30	2,431.73	1,67,713.55

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 14 : Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- Current account*^	34,381.65	46,061.21
- Deposits with original maturity of 3 months or less^	9,081.51	-
Cash on hand	74.17	87.43
Total	43,537.33	46,148.64

Note:

At March 31, 2025, the cash and bank balances of the Group denominated in RMB amounted to ₹ 193.55 (March 31, 2024: ₹ 224.54). RMB is not freely convertible into another currencies, however, under mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

* includes funds in transit amounting to ₹ 1,347.57 as at March 31, 2025 (March 31, 2024: ₹ 2,576.08).

^ Cash and cash equivalents as at March 31, 2025 and March 31, 2024 include restricted cash and bank balances pertaining to following:

Particulars	As at March 31, 2025	As at March 31, 2024
Bank account held by ESOP trust controlled by the Company	143.59	161.36
QIP monitoring account - Deposits with original maturity of 3 months or less	9,080.00	-
QIP monitoring account - Current account	14.96	-
Balance in unpaid dividend account	135.39	113.57
	9,373.94	274.93

Note 15 : Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Earmarked balances for share fraction account	1.15	1.15
Deposits with remaining maturity of more than 3 months but less than 12 months (refer note 'a' below)	30,196.54	22,258.57
Total	30,197.69	22,259.72

- a) Deposits amounting to March 31, 2025 ₹ 20,590.92 (March 31, 2024: ₹ 17,880.12) are pledged to secure the general banking facilities granted to the Holding Company, Progress Apparels Bangladesh Limited, Norwest Industries Limited and subsidiaries. The pledged time deposits are deposited with creditworthy banks with no recent history of default.

Note 16 : Share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised share capital		
250,000,000 (March 31, 2024: 250,000,000) equity shares of ₹ 2/- each*	5,000.00	5,000.00
	5,000.00	5,000.00
Issued, subscribed and paid up		
141,095,351 (March 31, 2024: 131,736,551) equity shares of ₹ 2/- each*	2,821.91	2,634.73
	2,821.91	2,634.73

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(All amounts in ₹ lakhs, unless otherwise stated)

a) Reconciliation of issued and subscribed share capital:

Particulars	No. of shares*	Amount
Balance as at April 01, 2023	13,07,95,495	2,615.91
Add: Issued during the year to employees under employee stock option plan#	9,75,419	19.51
Less: Treasury shares#	(34,363)	(0.69)
Balance as at March 31, 2024	13,17,36,551	2,634.73
Add: Issued during the year		
- to employees under employee stock option plan#	13,92,856	27.86
- to Qualified institutional buyers^	80,22,388	160.45
Less: Treasury shares#	(56,444)	(1.13)
Balance as at March 31, 2025	14,10,95,351	2,821.91

During the year ended March 31, 2025, Company has issued 13,92,856 equity shares (March 31, 2024 : 9,75,419) the employees who have exercised stock option as per stock option scheme 2021. Further, the Company has purchased 78,000 equity shares (March 31, 2024: 43,419 equity shares) through ESOP trust.

The ESOP trust has transfer 21,556 equity shares (March 31, 2024: 9,056) from trust to employees who exercised there option as per stock option scheme 2021.

^Qualified Institutional Placement ('QIP')

^ During the year, the Company has allotted 80,22,388 equity shares of ₹ 2/- each at an issue price of ₹ 536/- each aggregating to ₹ 43,000 lakhs through qualified institutional placement ('QIP') process to eligible qualified institutional buyers. These equity shares were allotted on August 27, 2024 and rank pari-passu with existing equity shares.

The QIP issue proceeds are utilised in accordance with the objects of the issue as stated in the placement document. Details of utilisation of QIP issue proceeds are given below:

Particulars	Amount
Source of funds	
Proceeds from Issue	43,000.00
Utilisation of proceeds	
Repayment of loan	27,836.00
Payment towards issue expenses (including taxes)	1,944.04
Total Utilisation of funds	29,780.04
Unutilised fund	13,219.96

Unutilised QIP Proceeds as at March 31, 2025 are available as:-

i) Fixed deposits with ICICI bank amounting to ₹ 9,080 and in current account with ICICI bank amounting to ₹ 14.96.

ii) Fixed deposits with ICICI bank amounting to ₹ 4,030.55 lakhs in Nexstyle Apparel Manufacturing Limited, a wholly owned subsidiary.

b) The Company has not issued any bonus shares or any shares for consideration other than cash during five years immediately preceding March 31, 2025.

c) Terms/ rights attached to equity shares:

- The Company has only one class of equity share having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares*	Holding %	No. of shares*	Holding %
Payal Seth	6,96,26,570	49.27%	6,96,26,570	52.79%
Deepak Kumar Seth	1,57,78,670	11.17%	1,57,78,670	11.96%
Sanjiv Dhiresbhai Shah	-	-	68,41,968	5.19%

e) Details of shareholding of Promoters:

Particulars	As at March 31, 2025		
	Number of shares	% of total shares	% change during the year
Mrs. Payal Seth	6,96,26,570	49.27%	0.00%
Mr. Deepak Seth	1,57,78,670	11.17%	0.00%
Mr. Pallak Seth	13,94,190	0.99%	0.00%
Pearl Global Industries Limited	-	0.00%	0.00%
Mrs. Shefali Seth	-	0.00%	0.00%
NIM International Commerce LLP	-	0.00%	0.00%
Mr. Pulkit Seth	-	0.00%	0.00%

Particulars	As at March 31, 2024		
	Number of shares	% of total shares	% change during the year
Payal Seth	6,96,26,570	52.79%	0.36%
Deepak Seth	1,57,78,670	11.96%	0.00%
Pallak Seth	13,94,190	1.06%	0.00%
Pearl Global Industries Limited	-	0.00%	-100.00%
Shefali Seth	-	0.00%	-100.00%
NIM International Commerce LLP	-	0.00%	-100.00%
Pulkit Seth	-	0.00%	-100.00%

*The number of shares are given in absolute numbers.

Note 17 : Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium reserve (refer note (i) below)	47,859.99	3,418.46
Capital reserve (refer note (ii) below)	26,214.22	26,214.22
Restricted reserve (refer note (iii) below)	664.52	664.52
Other reserve (refer note (iv) below)	(13,643.45)	(16,327.09)
Retained earnings (refer note (v) below)	81,088.53	71,884.12
Foreign currency translation reserve (refer note (vi) below)	17,305.25	19,607.06
Effective portion of cash flow hedges (refer note (vii) below)	(442.06)	(139.06)
Equity instruments through other comprehensive income (refer note (viii) below)	1,866.64	5,336.77
Treasury shares (refer note (ix) below)	(810.15)	(521.91)
Stock based payment reserve (refer note (x) below)	3,271.70	4,025.90
Remeasurement of defined benefit plan (refer note (xi) below)	(1,150.79)	(147.96)
	1,62,224.40	1,14,015.03

Note: For details, refer 'the Statement of Changes in Equity'

- Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.
- During acquisition of a subsidiary, the excess of consideration received, over the net assets is treated as capital reserve.

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(All amounts in ₹ lakhs, unless otherwise stated)

- iii) Restricted reserve was created on account of redemption of preference shares made in a subsidiary in FY 2016. Such reserve is in the nature of 'Capital redemption reserve' and can be used for the issue of bonus shares.
- iv) Other reserves comprise gain or loss on change in proportion of equity interest held by non controlling interests that do not result in a change in control.
- v) Retained earnings are the profits that the Group earned till date, less any transfers to general reserve, dividends or other distribution paid to shareholders.
- vi) Effect of changes in exchange rates relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve.
- vii) The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges.
- viii) This represents the cumulative gains and losses arising on the revaluation of financial instruments measured at fair value through other comprehensive income that have been recognized in other comprehensive income.
- ix) This represent the own equity instruments that are reacquired [treasury shares] and are recognised at cost and disclosed as deducted from equity.
- x) The group has established share based payment plans for certain categories of employees of the group. (refer note 48 for further details on these plans.)
- xi) This represents the cumulative balances of actuarial gain or loss arising on remeasurements of defined benefit plan is accumulated and recognised within this component of other comprehensive income. Items included in actuarial gain or loss reserve will not be reclassified subsequently to statement of profit and loss.

Details of dividend distributions proposed:

Particulars	As at March 31, 2025	As at March 31, 2024
Proposed dividend on equity shares:		
Proposed dividend: ₹ 1.70/- per equity share of ₹ 2/- each (March 31, 2024: ₹ 3.15/- per equity share of ₹ 2/- each)	2,398.62	4,149.70
Total proposed dividend on equity shares	2,398.62	3,400.68

Proposed dividend on equity shares is subject to approval by shareholders at the Annual General Meeting and had not been included as a liability in these consolidated financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares.

Note 18 : Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Secured loan		
- Term loan from bank (refer note 'b')	12,942.16	4,966.29
Less: Current maturities of long term borrowings	(1,087.08)	(416.67)
Total (A)	11,855.08	4,549.62
Current		
Secured loan		
- From banks (refer note 'f')	96,954.34	74,666.73
- Bank overdraft (refer note 'c')	786.87	13,365.60
- Import Loan (refer note 'd')	218.01	978.81
- Current maturities of long term borrowings	1,087.08	416.67

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Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured loan		
- From directors (refer note 'e')	212.66	312.65
Total (B)	99,258.96	89,740.46
Total (A+B)	1,11,114.04	94,290.08

a) For interest rate and liquidity risk related disclosures, refer note 41.

b) In case of term loan from bank, the terms are as under:

- (i) Long term loan of ₹ 4,583.33 (March 31, 2024 - 5,000.00) taken by the Company from Bajaj Finance Limited, is guaranteed by lien marked on property located at Plot no. 222, Udyog Vihar, Phase 1, Gurugram - 122022. The tenor of the loan is 84 months (12 months moratorium) and it carries rate of interest of MCLR+0.9 per annum (March 31, 2024 - MCLR +0.7). The date of maturity is July 5, 2030.
- (ii) Long term loan of ₹ 7,641.30 (March 31, 2024 - Nil) taken by PDS Fashion Limited from State Bank of India, United kingdom, providing a maximum facility of ₹ 9,218.38 (March 31, 2024 - ₹ Nil) to refinance the purchase and refurbishment of the property situated at 54 Clarendon Road, Watford, United kingdom. The facility is secured by first legal mortgage on the property, debentures over assets, insurance assignment, bank account charge, and corporate guarantees from Poeticgem Ltd and Poetic Brands Ltd. The loan has a 5-year tenure with bullet repayment, with interest payable monthly at rates linked to Bank of England Base Rate plus margin ranging from 3.5% to 4.25%. The date of first installment is due on August 30, 2024 and the date of maturity is September 23, 2029.
- (iii) Long term loan ₹ 379.82 (March 31, 2024 - ₹ Nil) taken by Progress Apparels Bangladesh Limited from Good Fashion Fund C.V., providing a maximum facility of ₹ 854.63 for financing capital expenditure of the Company. The facility is secured by a deed of guarantee from Norwest Industries Limited. The loan is repayable in eight semi-annual instalments from January 2024 to January 2028, totalling to USD 10 with interest based on the term SOFR plus a margin of 3.5%. The date of first installment was due on January 01, 2025 and the date of maturity is January 01, 2028.
- (iv) Long term loan of ₹ 337.71 (March 31, 2024 - ₹ Nil) taken by GoodEarth from the City Bank Limited Bangladesh, providing a maximum facility of ₹ 598.24 for financing capital expenditure. The loan is repayable in six years including twelve months of grace period with interest rate of 7%. Security is supported by a pari passu charge over fixed assets of the company covering term loan limit. The date of first installment was due on September 27, 2025 and the date of maturity is June 27, 2029.

c) In case of bank overdrafts from bank, the terms are as under:

- (i) Bank overdraft limit of ₹ 350.00 (March 31, 2024 - ₹ 350.00) taken by the Company from Axis Bank is guaranteed by lien marked on the fixed deposit. The loan is repayable on demand and it carries rate of interest of 9.25% per annum (March 31, 2024 - 9.25% per annum). The carrying value as at March 31, 2025 is ₹ -133.55 (March 31, 2024: ₹ -29.91).
- (ii) Bank overdraft limit of ₹ Nil (March 31, 2024 - ₹ 9,899.57) taken by the New Lobstor Limited Company from HSBC Bank UK is secured by a charge on assets of Company. The loan has been repaid during the year and it carries interest rate of Nil (March 31, 2024: 9.25% per annum). The carrying value as at March 31, 2025 is ₹ -1.30 (March 31, 2024: ₹ 9,879.30).
- (iii) Bank overdraft limit of ₹ 821.99 (March 31, 2024 - ₹ 4,050.22) taken by the Norwest Industries Group Limited Company is secured by a charge on assets of Company. The loan is repayable on demand and it carries rate of interest of COF^++2.25%, USD SOFR+++1.75%, and USD SOFR+++3.75%. The carrying value as at March 31, 2025 is ₹ 122.90 (March 31, 2024: ₹ 3,138.00).
- (iv) Bank overdraft limit of ₹ 2,760.01 (March 31, 2024 - ₹ 2,632.01) taken by the Poeticgem Limited is secured by a charge on assets of Company. The loan is repayable on demand and it carries rate of interest of Base rate + 2%. The carrying value as at March 31, 2025 is ₹ 428.88 (March 31, 2024: ₹ 266.95).
- (v) Bank overdraft limit of ₹ 2,000.00 (March 31, 2024 - ₹ Nil) taken by the DBS Lifestyle Private Limited is secured by a charge on current assets and Fixed Deposits of DBS Lifestyle Private Limited. The loan is repayable on demand. Interest rate is Repo Rate+3.25%. The carrying value as at March 31, 2025 is ₹ 192.99 (March 31, 2024: ₹ 80.00).

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(vi) Bank overdraft limit of ₹ 200.22 (March 31, 2024 - ₹ Nil) taken by the Poetic Brands Limited and its subsidiaries is secured by a guarantee of Poetic Brands Limited and its subsidiaries and of Holding company. The loan is repayable on demand. For rate of interest is Base Rate+2.5%. The carrying value as at March 31, 2025 is ₹ 176.95 (March 31, 2024: ₹ 31.26).

(vii) Bank overdraft limit of ₹ 5,000.00 (March 31, 2024 - Nil) taken by the Company from ICICI bank is guaranteed by lien marked on the fixed deposit. The loan is repayable on demand and it carries rate of interest of MCLR/6M+0.4 per annum (March 31, 2024 - Nil). The carrying value as at March 31, 2025 is Nil (March 31, 2024: Nil).

^^^^Citi Bank's Cost of Funds ("COF")

***UCO bank Secured Overnight Financing Rate ("SOFR")

d) In case of import loan from bank, the terms are as under:

(i) Import loan facility of ₹ 840.00 (March 31, 2024 - ₹ 2,000.00) taken by the Company is secured by lien on fixed deposits (March 31, 2024: Guaranteed by Stand By Documentary Credit (SBDC) documents of its step down subsidiary, Norwest Industries Limited) with HSBC Hong Kong. The maximum tenor of term loan is 90 days (March 31, 2024: 89 days) and the rate of interest is fixed based upon the prevalent Bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI regulations of the appropriate tenor.

e) Unsecured loan from director pertains to loan taken from the director by DBS Lifestyle India Private Limited. The said loan are repayable on demand and carries no rate of interest.

f) Others:

i) The Group's interest-bearing bank borrowings are secured by certain of the Group's investment properties, time deposits, and unlisted investments with an aggregate carrying amount of ₹ 26,982.40 (March 31, 2024: ₹ 23,257.74) and guaranteed by the immediate holding company, fellow subsidiaries, and directors of the Company.

ii) In case of banking facilities of Simple Approach Limited, Zamira fashions Limited, Techno Design HK Limited, PDS Asia Star Limited, Poeticgem International Limited, Green Apparel Industries Limited and Progress Manufacturing Group Limited, PG Group the banking facilities are secured by fellow subsidiaries' corporate guarantee, directors' personal guarantee, life insurance policy, bank guarantee and fellow subsidiary's properties.

iii) During the year, the company has given guarantee to the bank for its various subsidiaries as security against the facility provided by the bank towards the working capital. The guarantee given by the company is for the period of 10 years for an amount of ₹ 1,05,973.50 (March 31, 2024 : NIL)

iv) Interest on repayment details of secured loans from banks are as follows:

a) PDS Asia Star Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	6,122.94	5,049.54	BFR* +1.75% p.a SOFR^ +2.15% p.a	BFR*+1.75% p.a. SOFR^+2.15% p.a.	Repayment within 90 days

b) Simple Approach Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	27,446.85	14,513.38	Bank prime rate+1.50% p.a to 1.75% p.a SOFR^+1.40% to 2.15%p.a BFR* +1.75% p.a COF**+1.75%	Bank prime rate+1.50% p.a. to 1.75% p.a. BFR*+1.75% p.a. SOFR^+2.15% p.a.	Repayment within 90 days

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

c) Zamira Fashions Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	3,412.83	3,357.59	Bank prime rate+1.75% p.a. Bank funding rate+1.75%p.a. COF**+1.75% SOFR^+1.50% to 2.15% p.a.	Bank prime rate+1.75% p.a. Bank funding rate+1.75% p.a. SOFR^+2.15% p.a.	Repayment within 90 days

d) Poeticgem International Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	1,765.71	3,713.79	Bank funding rate+1.75%p.a. SOFR^+1.50% p.a to 2.15%	Bank funding rate+1.75% p.a. SOFR^+1.50% p.a. SOFR^+2.15% p.a.	Repayment within 90 days

e) Techno Design HK Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	10,816.85	8,859.97	Bank prime rate+1.75% p.a. Bank funding rate+1.75%p.a. SOFR^+1.50% to 2.15% p.a. COF**+1.75%	Bank prime rate+1.75% p.a. Bank funding rate+1.75% p.a. SOFR^+2.15% p.a.	Repayment within 90 days

f) Progress Manufacturing Group Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	7,910.41	5,689.91	SOFR^+2.15% p.a.to 3.50%	SOFR^+2.15% p.a.	Repayment within 90 days

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(All amounts in ₹ lakhs, unless otherwise stated)

g) PDS Multinational FZCO

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	5,142.81	3,863.02	SOFR [^] +1.5%-1.65%	SOFR [^] +2.00% p.a.	Repayable on demand

h) PG Group Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Short-term loan (refer note 'iv')	3,343.18	2,560.68	SOFR [^] +1.50% to 2.50% p.a.	SOFR [^] +1.50% to 2.50% p.a.	Repayment within 90 days

i) PDS Fashion USA Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note f(i) and (ii) above)	4,313.90	-	SOFR [^] +2.15%	NA	Repayment within 90 days

j) GoodEarth Apparel Industries Limited (Erstwhile Green Apparel Industries Limited)

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note d(i) and (ii) above)	216.51	432.28	SOFR [^] +2.15%-3% SMART ^{^^^} +3%	SOFR [^] +2.15%-3% SMART ^{^^^} +3%	Repayment within 90 days

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as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

k) Norwest Industries Limited

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Trust receipt loans (refer note d(i) and (ii) above)	26,462.35	26,276.57	USD SOFR [^] +1.75%, BPLR ^{^^} +1.75%, COF ^{**} +1.75% p.a. USD SOFR [^] +3.5% USD SOFR [^] +2.15%	"COF ^{**} +1.75% USD SOFR [^] +1.75% HIBOR ^{****} +2% USD SOFR [^] +3.5% USD SOFR [^] +2.15%"	Repayable on demand

Short term loans

Nature of loan	Carrying amount		Interest rates		Repayable terms
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
PDS Limited	-	350.00	NA	Prevelant bank MCLR/3M T-bill/ and other external benchmark decided by the bank and in line with RBI guidelines	Repayment within 89 days

*BNP PARIBAS's Funding Rate ("BFR")

^^^Citi Bank's Cost of Funds ("COF")

^HSBC Secured Overnight Financing Rate ("SOFR")

**Intesa Sanpaolo S.P.A.'s Cost of Funds ("COF")

^^Benchmark Prime Lending Rate ("BPLR")

***Risk free rate ("RFR")

^^^Six-Month Moving Average Rate of Treasury Bill ("SMART")

Note 19 : Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Security deposit received (refer to note 'a' below)	186.50	176.64
Total (A)	186.50	176.64
Current		
Interest accrued but not due on borrowings from bank	37.19	37.19
Derivative financial instruments (refer note 38)	506.50	298.20
Dues to employees	4,070.53	3,677.54
Share based payment liability (refer note 48)	645.05	659.50
Unclaimed dividend (refer to note 'b' below)	135.39	113.53
Dues to related party (refer note 36)	236.76	-
Total (B)	5,631.42	4,785.96
Total (A+B)	5,817.92	4,962.60

a) The Group has determined its security deposits are not in the nature of borrowings and accordingly have been classified as part of other financial liabilities.

b) It does not include any amount due and outstanding, to be credited to investor education and protection fund.

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 20 : Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Gratuity and other defined benefit plans (refer note 35)	3,357.16	2,801.91
Total (A)	3,357.16	2,801.91
Current		
Provision for compensated absences	1,062.50	1,256.52
Gratuity and other defined benefit plans (refer note 35)	1,212.68	426.99
Total (B)	2,275.18	1,683.51
Total (A+B)	5,632.34	4,485.42

Note 21 : Trade payable

Particulars	As at March 31, 2025	As at March 31, 2024
- Total outstanding dues to micro enterprises and small enterprises - (refer note 'a' & 'b' below)	33.45	20.99
- Total outstanding dues to creditors other than micro and small enterprises	1,50,680.62	1,50,398.35
Total	1,50,714.07	1,50,419.34

- a) As per Schedule III of the Companies Act, 2013 and notification number GSR 719 (E) dated November 16, 2007 and as certified by the management, the amount due to Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under:

Particulars	As at March 31, 2025	As at March 31, 2024
- the principal amount (March 31, 2025: ₹33.45, March 31, 2024: ₹ 20.99) and the interest (March 31, 2025: Nil, March 31, 2024: Nil) due thereon remaining unpaid to any supplier at the end of each accounting year;	33.45	20.99
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
- the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

- b) Disclosure of payable to vendors as defined under the Micro, Small and Medium Enterprises Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company.

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

c) Ageing schedule:

Particulars	As at March 31, 2025					
	Accrued liabilities	Outstanding for following periods from the due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
- Trade Payable enterprises and small enterprises	-	33.45	-	-	-	33.45
- Total outstanding dues to creditors other than micro and small enterprises	24,079.63	1,26,578.81	22.18	-	-	1,50,680.62
- Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	24,079.63	1,26,612.26	22.18	-	-	1,50,714.07

Particulars	As at March 31, 2024					
	Accrued liabilities	Outstanding for following periods from the due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
- Total outstanding dues to micro enterprises and small enterprises	-	20.99	-	-	-	20.99
- Total outstanding dues to parties other than micro and small enterprises	17,843.41	1,32,487.28	59.05	8.61	-	1,50,398.35
- Disputed dues - Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Total outstanding dues to creditors other than micro and small enterprises	-	-	-	-	-	-
Total	17,843.41	1,32,508.27	59.05	8.61	-	1,50,419.34

Note 22 : Other liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Deferred income on security deposit received	27.39	35.75
Other payables	-	1.15
Total (A)	27.39	36.90
Current		
Statutory dues	2,233.13	840.37
Contract liability	5,714.60	5,836.60
Other payables	3,666.56	4,787.38
Total (B)	11,614.29	11,464.35
Total (A + B)	11,641.68	11,501.25

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 23 : Liabilities for current tax (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for income tax, net of advance tax	5,165.73	4,859.66
Total	5,165.73	4,859.66

Note 24 : Income Tax

(a) Deferred tax, net

Particulars	As at March 31, 2025		As at March 31, 2024	
	Deferred tax asset	Deferred tax liability	Deferred tax asset	Deferred tax liability
Deferred tax asset relates to the following:				
Provision for employee benefits	304.01	1.22	224.77	-
Property, plant and equipment	52.62	333.56	92.24	575.19
Provision for doubtful debts	208.80	-	-	-
Lease liability	337.76	-	228.61	-
Brought forward losses and unabsorbed depreciation	1,739.01	-	1,345.53	-
Valuation gain on Investment	-	145.91	-	92.88
Right of use assets	14.54	252.87	-	107.99
Others	13.02	378.79	65.55	103.42
	2,669.76	1,112.35	1,956.70	879.48
Deferred tax asset (net)	1,557.42	-	1,077.22	-
a. Movement for the year		(480.20)		(240.98)
b. Effect of changes in exchange rates		32.44		(47.22)
Deferred tax credit in the consolidated statement of profit and loss		(447.76)		(288.20)

The Group has recognised deferred tax asset amounting to ₹ 766.13 (March 31, 2024: ₹ 886.24) in accordance with Ind AS 12 "Income tax" across the entities in various tax jurisdictions, on unabsorbed depreciation of ₹ 7,661.30 (March 31, 2024: ₹ 8,862.42) which can be carried forward indefinitely.

As at March 31, 2025, subsidiaries of the Group has unused tax losses of ₹ 4,584.93 (March 31, 2024: ₹ 2,785.49) arising in Bangladesh, United Kingdom, Hong Kong and India, on which the Group has created a deferred tax asset of ₹ 972.88 (March 31, 2024: ₹ 459.29). For Bangladesh, the tax loss will expire between FY 2026 to FY 2028, for India and Hongkong, it will expire between FY 2026 to FY 2032 and for United Kingdom the same will carry forward indefinitely.

(b) Income tax expense in the Statement of Profit and Loss

The major components of income tax expense for the years ended March 31, 2025 and March 31, 2024 are:

Particulars	As at March 31, 2025	As at March 31, 2024
Tax expense:		
a) Current tax	3,159.22	3,259.69
b) Deferred tax credit	(447.76)	(288.20)
Income tax expense in the consolidated statement of profit and loss	2,711.46	2,971.49

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

(c) Reconciliation of tax expense for March 31, 2025 and March 31, 2024

Particulars	As at March 31, 2025	As at March 31, 2024
Accounting profit before income tax	26,848.94	23,239.57
Statutory rate	25.168%	25.168%
At statutory income tax rate (applicable rate)	6,757.34	5,848.94
Business losses where no deferred tax has been recognised	2,214.67	926.92
Net effect of difference in tax rates in foreign jurisdictions	(5,080.75)	(1,979.09)
Income exempt from tax	(2,147.92)	(2,132.78)
Non-deductible expenses	1,390.99	1,066.37
Others	(422.87)	(758.87)
At the effective income tax rate	2,711.46	2,971.49
Income tax recognised in other comprehensive income		
Deferred tax related to items recognised in other comprehensive income during the year:		
Net loss on remeasurements of defined benefit plans	2.50	4.50
Net amount charged to other comprehensive income	2.50	4.50

- (d) The group does not have any transactions that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

Note 25 : Revenue from operations

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of goods (refer note 44)	12,10,009.58	9,97,497.01
Other operating revenues*	47,789.27	39,767.95
Total	12,57,798.85	10,37,264.96

*Other operating revenue includes commission income, marketing fee income and other miscellaneous operating revenue.

Note 26 : Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Rental income	448.09	-
Interest income		
- On fixed deposits carried at amortised cost	1,532.95	1,082.19
- Others	268.71	309.75
Foreign exchange fluctuation (net)	-	1,118.42
Gain on fair valuation of investments carried at fair value through profit or loss	1,745.18	112.23
Unwinding of discount on deposits carried at amortised cost	3.40	4.42
Sundry balance written back	59.12	46.17
Dividend from investments carried at fair value through profit or loss	129.81	198.58
Gain on sale of short-term investments	160.99	-
Gain on termination of lease	14.31	-
Miscellaneous income	591.59	595.69
Total	4,954.15	3,467.45

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note 27 : Cost of material consumed

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventory at the beginning of the year	13,992.98	10,239.75
Add: Purchases	62,508.09	63,446.86
Less: Inventory at the end of the year	14,576.88	13,992.98
Total	61,924.19	59,693.63

Note 28 : Purchase of stock in trade

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchases	9,57,683.90	7,70,018.22
Total	9,57,683.90	7,70,018.22

Note 29 : Changes in inventories of finished goods and work in progress

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventories at the beginning of the year		
- Finished goods	13,813.74	10,269.41
- Work-in-progress	5,057.11	5,065.05
Total (A)	18,870.85	15,334.46
Inventories at the end of the year		
- Finished goods	30,937.36	13,813.74
- Work-in-progress	2,829.82	5,057.11
Total (B)	33,767.18	18,870.85
Decrease in inventory (A-B)	(14,896.33)	(3,536.39)

Note 30 : Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	1,11,770.99	88,928.68
Contribution to provident and other fund (refer note 35)	6,558.40	5,428.30
Staff welfare expenses	1,104.29	1,325.54
Gratuity expense (refer note 35)	1,025.57	783.73
Employee share compensation expense (refer note 48)	618.18	1,483.45
Total	1,21,077.43	97,949.70

Note 31 : Finance costs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense		
- on term loans	958.18	701.89
- on cash credit, factoring and working capital facilities	10,386.49	8,892.05
- on vehicle loan	-	0.18
- on lease obligation (refer note 45)	582.95	632.62
- on loan from others	701.70	447.10
- on others	12.42	13.38
Unwinding of discount on security deposit received	8.93	12.31
Total	12,650.67	10,699.53

Notes to the Consolidated Financial Statements

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(All amounts in ₹ lakhs, unless otherwise stated)

Note 32 : Depreciation and amortization expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of property plant and equipment (refer note 4)	5,244.47	4,463.98
Depreciation of investment property (refer note 6)	92.02	65.09
Amortization of intangible assets (refer note 8)	1,518.31	686.42
Depreciation on right to use of assets (refer note 4 and 45)	4,219.05	4,127.31
Total	11,073.85	9,342.80

Note 33 : Other expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Electricity charges	1,173.44	986.94
Rent (refer note 45)	1,977.89	1,288.61
Rates and taxes	1,590.76	1,640.64
Repairs and maintenance	1767.29	1,566.67
Legal and professional expenses	11,005.07	12,847.28
Software costs	770.11	743.34
Travelling and conveyance	10,006.38	8,141.11
Selling and marketing	12,344.84	7,583.11
Postage and courier	4,074.32	3,530.54
Commission and brokerage	5,113.67	6,234.59
Provision for doubtful debts	1,365.79	988.66
Freight cost	9,223.25	6,100.55
Loss on sale of plant, property and equipment	-	40.00
Recruitment expenses	995.10	886.85
Foreign exchange fluctuation (net)	1,614.81	840.90
Royalty	6,956.36	5,462.82
Advertisement and business promotion	2,583.06	2,281.69
Insurance	1,286.49	1,042.29
Security expenses	258.81	170.02
Printing and stationery	552.52	610.00
Communication costs	782.68	728.89
Bank charges	2,444.05	2,115.78
Corporate social responsibility expenses	63.42	56.72
Investment management fee	217.02	317.52
Other manufacturing expenses	869.36	680.77
Miscellaneous expenses	7,261.87	7,056.88
Total	86,298.36	73,943.17

Note 34 : Earnings per share (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year whereas diluted earning per share is computed using the weighted average number of common and dilutive equivalent shares except for the case where the result becomes anti- dilutive.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to the equity holders of the Company (₹)	15,689.31	14,423.10
Weighted average number of equity shares for basic EPS [^]	13,71,57,636	13,13,02,128
Effect of dilution:		
Employee stock option plan [^]	18,91,140	25,78,205
Weighted average number of equity shares for diluted EPS [^]	13,90,48,776	13,38,80,334

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as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Earning per Equity share (in ₹)		
Basic earnings per share (in ₹) (face value ₹2/- per share)	11.44	10.98
Diluted earnings per share (in ₹) (face value ₹ 2/- per share)	11.28	10.77

^The number of shares are given in absolute numbers.

Note 35: Defined benefit plans

a) Defined contribution plans:

The Group makes contribution towards Employees Provident Fund, Mandatory Provident Fund retirement benefit scheme and Employee's State Insurance scheme across the various geography. Under the rules of these schemes, the Group is required to contribute a specified percentage of payroll costs. The Group during the year recognised the following amounts in the Consolidated Statement of Profit and Loss under contribution to defined contribution plans:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Employer's contribution to provident fund/ pension fund	6,556.51	5,428.30
Employer's contribution to employee state insurance	1.89	-
Total	6,558.40	5,428.30

The contribution payable to these schemes are at the rates specified in the rules of the schemes.

b) Defined benefit plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected Unit Credit Method" was carried out, which enable to determine the present value of obligations arising out of the defined benefit plans. "Projected Unit Credit Method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to built up the final obligation. Following are the benefit plans provided for -

- The Group operates an unfunded defined benefit gratuity plan for all its qualifying employees in India. Gratuity is calculated as 15 days' salary for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination/ resignation. The benefit vests on completing 5 years of service by the employee. The Company makes provision of such gratuity liability in the books of account on the basis of actuarial valuation as per projected unit credit method.
- The Group operates an unfunded defined benefit plan for all its qualifying employees in Bangladesh. The Group has made provisions for estimated liabilities for employee benefits for meeting the minimum benefits required to be paid to the qualified employees as required under Bangladesh Labour Act. Under Bangladesh Labor Act, companies are required to pay a minimum benefit of fourteen days salary for every completed year of service. For unfunded scheme, the Group engages the services of actuaries to conduct valuation studies to determine the retirement obligations to ensure that these maturing obligations and expected benefit payments are covered and budgeted for. Benefits are determined by reference to employees' final salaries and length of service, and the schemes have undergone independent valuations on an annual basis.
- The following tables summarize the components of net benefit expense recognised in the Consolidated Statement of Profit and Loss and amounts recognised in the Balance Sheet for the defined benefit plans. These have been provided on accrual basis, based on year end actuarial valuations.

Change in benefit obligation	Year ended March 31, 2025	Year ended March 31, 2024
1) Opening defined benefit obligation	3,228.90	2,494.78
2) Acquisition adjustment	-	301.54
2) Add: Interest cost	331.23	192.45
3) Add: Current service cost	694.34	591.28
4) Less: Benefits paid	(689.96)	(200.38)
5) Add: Actuarial loss/ (gain)	1,005.33	(150.77)
Present value of obligation as at the end of the year	4,569.84	3,228.90

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(All amounts in ₹ lakhs, unless otherwise stated)

iv) The following tables summarise the net benefit expense recognised in:

i) Statement of Profit and Loss:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Cost for the year included under employee benefit		
Current service cost	694.34	591.28
Interest cost	331.23	192.45
Net cost	1,025.57	783.73

ii) Other comprehensive income:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Acturial (loss)/ gain	(1,005.33)	150.77
Total	(1,005.33)	150.77

v) Significant actuarial assumptions at the balance sheet date are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Economic assumptions		
1) Discount rate	6.93-12.63%	7.22-12.63%
2) Rate of increase in compensation levels	5.00-7.75%	5.00-7.50%
Demographic assumptions		
1) Retirement age (years)	58-60 Years	58-60 Years
Employee Turnover / Attrition rate		
1) Ages up to 30 years	3% - 15%	1.50% - 9.20%
2) Ages from 30-44	2% - 15%	1.50% - 9.20%
3) Above 44 years	1% - 15%	1.50% - 9.20%

vi) Net liabilities recognized in the Balance Sheet for benefit obligation

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of obligation	4,569.84	3,228.90
Net liability	4,569.84	3,228.90

vii) The weighted average duration of the defined benefit obligations are in the range of 5.27 - 16.77 years (March 31, 2024: 8.10 - 20.47 years).

viii) A quantitative sensitivity analysis for significant assumptions is as shown below:

Particulars	As at March 31, 2025 increase/(decrease) in liability	As at March 31, 2024 increase/(decrease) in liability
A. Discount rate	Impact on liability	
0.5% increase in discount rate	(84.25)	(79.89)
0.5% decrease in discount rate	90.61	85.18
B. Salary escalation rate		
0.5% increase in salary escalation rate	91.04	87.75
0.5% decrease in salary escalation rate	(87.23)	(83.33)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

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Sensitivities due to morality and withdrawals are not expected to be significant.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

i) **Description of risk exposures:**

Salary escalation rate	Actual salary escalation rate will increase the defined benefit liability. Increase in salary escalation rate assumption in future valuations also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the liability.
Morality and disability	Actual details and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact defined benefit liability.

ix) **Maturity profile of defined benefit obligation is as follows:**

Particulars	As at March 31, 2025	As at March 31, 2024
1 year	632.22	342.50
2 to 6 years	1,624.37	577.10
More than 6 years	2,313.25	2,309.30

- x) The estimates of salary escalation rate considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Note 36 : Related parties disclosure

a) **List of related parties**

Name of the related party	Nature of relationship
Digital Ecom Techno Private Limited Digital Internet Technologies Limited Yellow Octopus EU SA (Joint Stock Company) Yellow Octopus Ventures FZCO Yellow Octopus Circular Solutions Limited (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited) GWD Enterprises Limited Loop Digital Wardrobe Limited Nobleswear (Private) Limited Mambo Leisure Masters Limited Reflaunt Pte Limited Lerros Moden GmbH Pearl Global Industries FZCO	Joint ventures
Mrs. Payal Seth (Non-Executive and Non Independent Director)^# Mr. Deepak Seth (Non-Executive and Non Independent Director) Mr. Pallak Seth (Executive and Non Independent Director) Mr. Parth Gandhi (Non Executive-Non Independent Director) Mr. Nishant Parikh (Non Executive -Independent Director) Mr. BG Srinivas (Additional Non-Executive -Independent Director) Mr. Mungo Park (Non Executive -Independent Director)^# Mrs. Yael Gairola (Non Executive and Non Independent Director) Mr. Robert Sinclair (Non Executive- Independent Director) Ms. Sandra Campos (Non Executive- Independent Director)* Mr. Sanjay Jain (Chief Executive Officer) Mr. Rahul Ahuja (Chief Financial Officer) Mr. Abhishekh Kanoi (Head of Legal & Company Secretary)	Associates Enterprise over which KMP exercise control or significant influence Key Managerial Personnel (KMP)

Refer Note 2 for details of subsidiaries and step down subsidiaries

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(All amounts in ₹ lakhs, unless otherwise stated)

b) Transactions with related parties

Name of Related Party	Relationship	Nature of Transaction	Year ended March 31, 2025	Year ended March 31, 2024
Digital Ecom Techno Private Limited	Joint Venture	Rental income	0.12	0.12
		Corporate & sourcing support services income	15.00	-
Lerros Moden GmbH	Enterprise over which KMP exercise control or significant influence	Commission and brokerage expense	1,178.31	1,255.33
Pearl Global Industries FZCO	Associate	Purchase of goods	1,337.99	878.44
GWD Enterprises Limited	Associate	Sale of goods	120.88	436.38
Nobleswear Private Limited	Associate	Purchase of goods	3,302.48	433.61
Mr. Nishant Parikh		Director sitting fees	42.28	41.40
Mr. Robert Sinclair		Director sitting fees	42.28	41.39
Mr. Mungo Park		Director sitting fees	50.74	47.60
Mrs. Yael Gairola		Director sitting fees	50.74	47.60
Mr. BG Srinivas		Director sitting fees	42.28	41.39
Ms. Sandra Campos		Director sitting fees	156.45	38.29
Mr. Deepak Seth		Director sitting fees	769.58	-
Mr. Pallak Seth	Key Managerial Personnel	Director sitting fees	118.40	-
Mr. Rahul Ahuja		Advance given	65.00	-
Mr. Pallak Seth		Salaries, wages and bonus	1,042.38	1,034.29
Mr. Sanjay Jain			2,007.52	1,081.94
Mr. Abhishekh Kanoi			130.55	109.66
Mr. Rahul Ahuja			352.25	201.74
Mr. Parth Gandhi		Employee share	35.52	40.17
Mr. Abhishekh Kanoi		compensation	12.46	23.20
Mr. Rahul Ahuja		expense	61.65	140.05

c) Year end receivable balances

Name of Related Party	Relationship	Nature	As at March 31, 2025	As at March 31, 2024
Digital Internet Technologies Limited	Joint venture		294.55	287.73
Digital Ecom Techno Private Limited	Joint venture		9.59	
Yellow Octopus EU SA (Joint Stock Company)	Joint venture		422.77	497.61
Yellow Octopus Ventures FZCO	Joint venture	Dues from related party	651.17	635.05
Lerros Moden GmbH	Enterprise over which KMP exercise control or significant influence		114.69	-
GWD Enterprises Limited	Associate		0.32	-
Mr. Rahul Ahuja	Key managerial personnel	Advance	65.00	-

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(All amounts in ₹ lakhs, unless otherwise stated)

d) Year end payable balances

Name of Related Party	Relationship	Nature	As at March 31, 2025	As at March 31, 2024
Mr. Abhishekh Kanoi	Key managerial personnel	Dues to employees	5.09	4.77
Mr. Rahul Ahuja			6.60	8.18
Mr. Sanjay Jain			20.96	16.01
Mr. Pallak Seth			192.39	-
Mr. Deepak Seth	Enterprise over which KMP exercise control or significant influence	Dues to related party	77.77	-
Pearl Global Industries FZCO		Dues to related party	62.90	-
Nobleswear Private Limited	Associate	Dues to related party	96.09	-
Digital Ecom Techno Private Limited	Associate	Trade payable	6.26	-

e) Investment in shares held

Name of Related Party	Relationship	Nature	As at March 31, 2025	As at March 31, 2024
Digital Ecom Techno Private Limited	Joint venture	Investment	116.02	110.58
Yellow Octopus EU SA (Joint stock Company)	Joint venture	Investment	10,320.21	9,930.97
Yellow Octopus Ventures FZCO	Joint venture	Investment		
Yellow Octopus Circular Solutions Limited (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)	Joint venture	Investment		
Loop Digital Wardrobe Limited	Associate	Investment	119.47	128.12
Nobleswear Private Limited	Associate	Investment	652.84	862.55
Mambo Leisure Masters Limited	Associate	Investment	16.56	15.79

^ Mrs. Payal Seth is the largest shareholder.

*The Board of Directors of the Company has appointed Ms. Sandra Campos as an Additional (Non-Executive & Independent) Director for a period of 2 years from November 28, 2023 to November 27, 2025.

***The Group has created an employee benefit trust for providing share-based payment to its employees. The group uses the trust to distribute shares to employees under the employee remuneration schemes. The trust buys shares of the group from the market, for giving shares to employees. The company treats trust as it's extension and shared held by the trust are treated as treasury shares.

*Mrs. Payal Seth and Mr. Mungo park has resigned from the office with effect from March 31, 2025.

f) Terms and conditions of transactions and outstanding balances with related parties

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Terms and conditions for outstanding balances at the year-end are as follows

- 1) Trade payable- The outstanding balances are unsecured. (refer note 21)
- 2) Dues to employees and dues to related party- The outstanding balance are unsecured. (refer note 19)
- 3) Investments- The outstanding balances are unsecured (refer note 9 for further details)
- 4) Dues from related party- The outstanding balances are unsecured. (refer note 10)
- 5) Advance to employees- The outstanding balances are unsecured. (refer note 11)

g) In respect of figures disclosed above:

- (i) The amount of transactions/ balances are without giving effect to the Ind AS adjustments on account of fair valuation/ amortisation.
- (ii) Remuneration and outstanding balances of KMP does not include long term benefits by way of gratuity and compensated absences, which are currently not payable and are provided on the basis of actuarial valuation by the Group.

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Note 37: Capital management

- (a) The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings (refer note 18)	1,11,114.04	94,290.08
Less: Cash and cash equivalents (refer note 14)	43,537.33	46,148.64
Less: Bank balance other than cash and cash equivalents (refer note 15)	30,197.69	22,259.72
Adjusted Net debt (A)	37,379.02	25,881.72
Equity share capital (refer note 16)	2,821.91	2,634.73
Other equity (refer note 17)	1,62,224.40	1,14,015.03
Total Capital (B)	1,65,046.31	1,16,649.76
Capital and net debt(A+B)	2,02,425.33	1,42,531.48

- a) No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.
- b) For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the Company.

Note 38: Currency derivative

Forward currency and option currency contracts are designated as hedging instruments in respect of forecast future sales and forecast purchases in foreign currencies to which the Group has firm commitments. The forward currency contract balances vary with the levels of expected foreign currency sales and purchases and changes in foreign exchange forward rates.

Particulars	Assets	Liabilities	Assets	Liabilities
	2025	2025	2024	2024
	USD	USD	USD	USD
Forward currency contracts	61,817	5,92,658	1,78,733	3,57,538
	(Equivalent to ₹ 52.83)	(Equivalent to ₹ 506.50)	(Equivalent to ₹ 149.07)	(Equivalent to ₹ 298.20)

The carrying amount of foreign currency contracts are the same as their fair values.

At 31 March 2025, the Group held 58 forward currency contracts (March 31, 2024: 72) and no option currency contracts (March 31, 2024: Nil) and they are designated as hedges in respect of expected future sales to customers in the United Kingdom for which the said Group has firm commitments.

The terms of the forward currency contracts have been negotiated to match the terms of the commitments. The cash flow hedges of the expected future sales between April 2025 and March 2026 were assessed to be highly effective and a net loss of ₹303.00 (March 31, 2024: net loss of ₹ 58.18), was included in the hedging reserve for the year.

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Note 39 : Fair values disclosure

a) The carrying amounts of financial assets by categories is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets measured at fair value through profit and loss		
Equity investments (refer note 9A)	1,444.21	543.24
Debt investments (refer note 9A)	2402.07	880.23
Other investments (refer note 9A)	3,338.22	3,134.74
Investment in convertible notes (refer note 9A)	2,820.84	2,284.85
Investment in funds (refer note 9A)	7,255.93	4,732.42
Sub Total (A)	17,261.27	11,575.48
Financial assets measured at fair value through other comprehensive income		
Equity and debt investments (refer note 9A)	21,767.12	23,083.46
Derivative financial instruments (refer note 10)	52.83	149.07
Sub Total (B)	21,819.95	23,232.53
Financial assets measured at amortised cost		
Other financial assets (refer note 10)	14,174.24	10,375.12
Trade receivable (refer note 13)	1,85,993.46	1,67,713.55
Cash and cash equivalents (refer note 14)	43,537.33	46,148.64
Other bank balances (refer note 15)	30,197.69	22,259.72
Sub Total (C)	2,73,902.72	2,46,497.03
Total financial assets (A+B+C)	3,12,983.94	2,81,305.04

b) The carrying amounts of financial liabilities by categories is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Financial liability measured at fair value through profit and loss		
Share based payment liability(refer note 19)	645.05	659.50
Sub Total (A)	645.05	659.50
Financial liabilities measured at fair value through other comprehensive income		
Derivative financial instruments (refer note 19)	506.50	298.20
Sub Total (B)	506.50	298.20
Financial liabilities measured at amortised cost		
Borrowings (refer note 18)	1,11,114.04	94,290.08
Trade payables (refer note 21)	1,50,714.07	1,50,419.34
Other financial liabilities (refer note 19)	4,666.37	4,004.90
Lease liabilities (refer note 45)	12,092.88	11,103.33
Sub Total (C)	2,78,587.36	2,59,817.65
Total Financial Liabilities (A+B+C)	2,79,738.91	2,60,775.35

c) The fair value of trade receivables, cash and bank balances, other financial assets, borrowings, lease liabilities, trade payables and other financial liabilities are considered to be equal to the carrying amount of these items due to their short term nature.

Note 40 : Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

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The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

a) Fair value measurement hierarchy of financial assets as at March 31, 2025:

Particulars	Total	Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Listed and unlisted equity investments, at fair value	1,444.21	1,387.21	-	57.00
Listed debt investments, at fair value	2,402.07	2,402.07	-	-
Investment in convertible notes	2,820.84	-	-	2,820.84
Investment in funds	7,255.93	47.94	1,569.27	5,638.72
Investments in life insurance policies, at fair value	3,338.22	-	3,338.22	-
Total (A)	17,261.27	3,837.22	4,907.49	8,516.56
Financial assets measured at fair value through other comprehensive income				
Equity investments, at fair value	21,767.12	-	223.13	21,543.99
Derivative financial instruments	52.83	-	52.83	-
Total (B)	21,819.95	-	275.96	21,543.99
Total (A+B)	39,081.22	3,837.22	5,183.45	30,060.55

b) Fair value measurement hierarchy for financial liabilities as at March 31, 2025:

Particulars	Total	Level 1	Level 2	Level 3
Financial liabilities measured at fair value through other comprehensive income				
Derivative financial instruments	506.50	-	506.50	-
Total (A)	506.50	-	506.50	-
Financial liability measured at fair value through profit and loss				
Share based payment liability	645.05	-	645.05	-
Total (B)	645.05	-	645.05	-
Total (A+B)	1,151.55	-	1,151.55	-

c) Fair value measurement hierarchy of financial assets as at March 31, 2024:

Particulars	Total	Level 1	Level 2	Level 3
Financial assets measured at fair value through profit and loss				
Listed and unlisted equity investments, at fair value	543.24	486.24	-	57.00
Listed debt investments, at fair value	880.23	880.23	-	-
Investment in convertible notes	2,284.85	-	-	2,284.85
Investment in funds	4,732.42	46.62	1,253.57	3,432.23
Investments in life insurance policies, at fair value	3,134.74	-	3,134.74	-
Total (A)	11,575.48	1,413.09	4,388.31	5,774.08
Financial assets measured at fair value through other comprehensive income				
Equity investments, at fair value	23,083.46	-	653.80	22,429.66
Derivative financial instruments	149.07	-	149.07	-
Total B	23,232.53	-	802.87	22,429.66
Total (A+B)	34,808.01	1,413.09	5,191.18	28,203.74

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d) Fair value measurement hierarchy for financial liabilities as at March 31, 2024:

Particulars	Total	Level 1	Level 2	Level 3
Financial liabilities measured at fair value through other comprehensive income				
Derivative financial instruments	298.20	-	298.20	-
Total (A)	298.20	-	298.20	-
Financial liability measured at fair value through profit and loss				
Share based payment liability	659.50	-	659.50	-
Total (B)	659.50	-	659.50	-
Total (A+B)	957.70	-	957.70	-

The movements in fair value measurements within level 3 during the year are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
At beginning of the year	28,203.75	21,928.85
Addition	3,219.82	2,680.29
Total gains recognised in statement of profit and loss	1,495.50	(158.63)
Total gains recognised in other comprehensive income	(3,255.38)	3,197.99
Disposals	(284.53)	(197.75)
Effect of changes in exchange rates	681.39	753.00
At end of the year	30,060.55	28,203.75

- i) There have been no transfers between level 1, level 2 and level 3 category during the years ended on March 31, 2025 and March 31, 2024.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- (a) **Investment in listed equity and debt instruments and bonds:** The fair value of listed investment in equity and debt instruments and bonds are determined using its quoted market price.
- (b) **Investment in unlisted equity, debt instruments, convertible notes and funds:** The fair value of unlisted investments at fair value through other comprehensive income and fair value through profit or loss are based on either using a valuation technique which incorporates various market observable inputs including quoted prices or most recent transaction prices. The management believe that the estimated fair value resulting therefrom, which is recorded in the Consolidated Balance Sheet and the related change in fair value, which is recorded in the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), are reasonable, and that it was the most appropriate value at the end of the reporting period.

Below is a summary of significant unobservable inputs to the valuation of financial instruments as at March 31, 2025 and March 31, 2024:

Particulars	Level	Valuation technique	Unobservable input	Relationship of unobservable input to fair value
	Level 3	Market approach	Enterprise-value-to-revenue multiple	Increase/decrease in EV/Revenue would result in increase/ decrease in fair value
Financial assets at fair value through other comprehensive income and statement of profit and loss	Level 3	Income approach	Discount rate	Increase/decrease in discount rate would result in decrease/ increase in fair value
	Level 2	Recent transaction approach	Value of recent transaction with unrelated party	Valuation is dependant on the most recent transaction/ round of investment that was carried out with an unrelated party.

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- (c) **Derivative financial instruments:** The Group enters into derivative financial instruments with financial institutions with high credit ratings. Derivative financial instruments, representing forward currency contracts and option currency contracts, are measured using valuation techniques similar to forward and option pricing, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates. The carrying amounts of forward currency contracts are the same as their fair values. As at March 31, 2025 the mark-to-market value of the derivative asset position is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and other financial instruments recognised at fair value.
- (d) **Investment in life insurance policies:** The fair values of investments in life insurance policies have been estimated based on the surrender values, which are calculated and quoted by the issuer. The management believe that the estimated fair values resulting therefrom, which are recorded in the consolidated Balance Sheet, and the related changes in fair values, which are recorded in the Consolidated Statement of Profit and Loss, are reasonable, and that they were the most appropriate values at the end of the reporting period.
- (e) **Share based payment liability:** The fair value of share based payment liability (Cash settled options) is determined using underlying value of the equity shares of the company.

Note 41 Financial risk management objectives and policies

The Group's principal financial liabilities comprises of borrowings, lease liabilities, trade payables, security deposit received, dues to employees, derivative financial instruments, dues to related party, share based payment liability, interest accrued but not due on borrowings and unclaimed dividend. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets includes investments, trade receivables, cash and cash equivalents, other bank balances, security deposits, loan to others, dues from related party, receivable from others, derivative financial instruments, contract assets and interest accrued but not due. The Group is exposed to credit risk, liquidity risk and market risk. The Group's senior level management oversees the management of these risks and advises on the appropriate financial risk governance framework. The Group's principal financial liabilities comprises of trade and other payables, borrowings and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk, currency risk and other price risks.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Group has significant exposure to interest rate risk as shown below. The Group's interest rate risk mainly arises from borrowings with variable rates.

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowing	1,06,451.58	75,645.54
Fixed rate borrowing	4,662.46	18,644.54
	1,11,114.04	94,290.08

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
50 bps increase would decrease the profit before tax by	(532.26)	(378.23)
50 bps decrease would increase the profit before tax by	532.26	378.23
50 bps increase would decrease the equity by	(398.30)	(283.04)
50 bps decrease would increase the equity by	398.30	283.04

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ii) Foreign currency risk

The Group's exposure to foreign currency risk as at 31 March 2025 are as follows:

Currency	Trade receivables	Other receivable	Cash and cash equivalent	Lease liability	Trade payable	Bank borrowings	As at March 31, 2025
USD	9,374.26	-	1,819.76	-	(6,270.85)	(218.01)	4,705.16
EUR	3,750.38	-	191.33	-	-	-	3,941.71
GBP	3,114.78	1,745.83	3,270.08	-	(2,189.69)	(397.13)	5,543.87
RMB	-	40.28	257.04	(206.89)	(23.75)	-	66.68
CNY	238.20	-	159.45	(389.09)	-	-	8.56
BDT	86.44	4.16	626.57	(17.56)	(205.40)	-	494.21
CAD	3.28	-	7.51	-	(1.90)	-	8.89
CHF	-	-	-	-	-	-	-
LKR	-	0.81	3.59	-	(381.03)	-	(376.63)
Net Exposure	16,567.34	1,791.08	6,335.33	(613.54)	(9,072.62)	(615.14)	14,392.45

The Group's exposure to foreign currency risk as at 31 March 2024 are as follows:

Currency	Trade receivables	Other receivable	Cash and cash equivalent	Lease liability	Trade payable	Bank borrowings	As at March 31, 2024
USD	10,374.16	-	4,228.86	-	(12,833.10)	(833.38)	936.54
EUR	2,820.37	-	1,150.24	-	(238.02)	-	3,732.59
GBP	2,670.28	2,607.32	5,123.46	-	(4,393.67)	-	6,007.39
CNY	26.44	-	695.85	(87.29)	(109.74)	-	525.26
BDT	34.29	-	962.51	(1,169.00)	(95.70)	-	(267.90)
CAD	4.06	-	15.69	-	(269.51)	-	(249.76)
CHF	-	-	0.04	-	-	-	0.04
LKR	-	-	3.13	-	-	-	3.13
Net Exposure	15,929.60	2,607.32	12,179.78	(1,256.29)	(17,939.74)	(833.38)	10,687.29

Sensitivity

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. The following tables demonstrate the sensitivity to a reasonably possible change in USD, GBP, EURO, RMB, HKD, CAD, CNY, CHF, LKR and BDT exchange rates, with all other variables held constant.

Particulars	Change in FC exchange rate by	Impact on profit or loss			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
USD	5%	235.26	46.83	(235.26)	(46.83)
EUR	5%	197.09	186.63	(197.09)	(186.63)
GBP	5%	277.19	300.37	(277.19)	(300.37)
RMB	5%	3.33	-	(3.33)	-
CNY	5%	0.43	(13.39)	(0.43)	13.39
BDT	5%	24.71	(13.39)	(24.71)	13.39
CAD	5%	0.44	(12.49)	(0.44)	12.49
CHF	5%	-	0.00	-	(0.00)
LKR	5%	(18.83)	0.16	18.83	(0.16)

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Particulars	Change in FC exchange rate by	Impact on Equity			
		Increase in FC exchange rates		Decrease in FC exchange rates	
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
USD	5%	176.05	35.04	(176.05)	(35.04)
EUR	5%	147.48	139.66	(147.48)	(139.66)
GBP	5%	207.43	224.77	(207.43)	(224.77)
RMB	5%	2.49	-	(2.49)	-
CNY	5%	0.32	(10.02)	(0.32)	10.02
BDT	5%	18.49	(10.02)	(18.49)	10.02
CAD	5%	0.33	(9.35)	(0.33)	9.35
CHF	5%	-	0.00	-	(0.00)
LKR	5%	(14.09)	0.12	14.09	(0.12)

The Group has transactional currency exposures. Such exposures arise from sales or purchases in currencies other than the Group's functional currency. The Group uses forward currency contracts to eliminate the foreign currency exposures on its sales transactions, for which the corresponding settlements are anticipated to take place more than one month after the Group has entered into firm commitments for the sales. The forward currency contracts must be in the same currency as that of the hedged items. Group negotiates the terms of the hedge derivatives to match the terms of the hedged items to maximise hedge effectiveness. It is the Group's policy that a forward contract is not entered into until a firm commitment is in place.

B. Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in finance loss to the Group. The Group continuously monitors defaults of customers and other counterparties and incorporate this information into its credit risk control. The Group also uses expected credit loss model to assess the impairment loss in trade receivables and makes an allowance of doubtful trade receivables using this model. The credit risk also arises from cash and cash equivalents, deposits from banks and other financial assets measured at amortised cost.

i) Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating. Outstanding customer receivables are regularly monitored. The Company limits its exposure to credit risk from trade receivables by establishing a appropriate credit period for customer. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision created.

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Less than 30 days	30 to 90 days	More than 90 days	Total
Trade receivables as of March 31, 2025	1,58,571.59	12,938.11	17,463.39	1,88,973.09
Trade receivables as of March 31, 2024	1,40,094.55	16,670.00	12,562.84	1,69,327.39

Receivables that were neither past due nor impaired relate to a number of customers for whom there was no recent history of default. This applies to most of the subsidiaries.

The Company uses the provision matrix based on historical default rates to determine expected credit loss on the portfolio of trade receivables. Expected credit loss allowances is determined on the closing balances of all applicable trade receivables as at each reporting date. Accordingly on undisputed trade receivables - credit impaired, 100% ECL has been created.

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(All amounts in ₹ lakhs, unless otherwise stated)

Movement in expected credit loss

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Balance at the beginning of the year	1,613.84	625.18
Provided during the year	1,365.79	988.66
Balance at the end of the year	2,979.63	1,613.84

ii) Other financial assets

For cash & cash equivalents and other bank balances - Since the group deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.

For other financial assets - Credit risk is considered low because the group is in possession of the underlying asset.

For financial assets other than trade receivables:

- 1) The Group on the basis of historical analysis does not have any financial assets where there is a risk of default.
- 2) The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as at March 31, 2025 and March 31, 2024.

C. Price risk

The price risk is the risk that the fair values of investment securities decrease as a result of changes in the levels of equity indices or the value of individual securities. The Group is exposed to equity price risk arising from individually listed equity investments included in financial assets at fair value through profit or loss (note 9) as at 31 March 2025. The Group's listed equity investments are listed in the United States of America and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every 10% change in the fair values of the investment securities, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

Particulars	Carrying amount of equity investments	
	As at March 31, 2025	As at March 31, 2024
Equity investments	1,387.21	486.24
Debt investments	2,402.07	880.23
Investment in funds	47.94	46.62

Particulars	Impact on profit or loss			
	Increase in fair value		Decrease in fair value	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Equity investments	138.72	48.62	(138.72)	(48.62)
Debt investments	240.21	88.02	(240.21)	(88.02)
Investment in funds	4.79	4.66	(4.79)	(4.66)

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(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Impact on equity			
	Increase in fair value		Decrease in fair value	
	As at	As at	As at	As at
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Equity investments	103.81	36.39	(103.81)	(36.39)
Debt investments	179.75	65.87	(179.75)	(65.87)
Investment in funds	3.59	3.49	(3.59)	(3.49)

The investments in listed securities are considered long-term, strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously monitored and voting rights arising from these instruments are utilised in the Group's favour.

D. Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group objective is to, maintain optimum levels of liquidity to meet its cash and collateral requirements. It maintains adequate sources of financing including loans from banks at an optimised cost.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

As at March 31, 2025	< 1 year	1 to 5 years	> 5 years	Total
Borrowings [^]	99,258.96	11,438.41	416.67	1,11,114.04
Trade payables	1,50,714.07	-	-	1,50,714.07
Lease liabilities	5,077.20	7,901.82	480.80	13,459.83
Other financial liabilities*	5,631.42	223.37	-	5,854.79
Total	2,60,681.65	19,563.60	897.47	2,81,142.73

As at March 31, 2024	< 1 year	1 to 5 years	> 5 years	Total
Borrowings	89,740.46	3,333.33	1,250.00	94,323.79
Trade payables	1,50,419.34	-	-	1,50,419.34
Lease liabilities	4,004.11	8,504.75	312.98	12,821.84
Other financial liabilities*	4,802.36	206.97	-	5,009.33
Total	2,48,966.27	12,045.05	1,562.98	2,62,574.30

*Other financial liabilities include undiscounted security deposit value.

[^]Borrowings include actual amount payable in respect of term loan which is inclusive of processing fees.

Note 42 : Commitments and contingencies

a) Commitments

(i) Capital commitment:

Estimated amount of contracts remaining to be executed on capital account (net of advances) as on March 31, 2025 is Nil (March 31, 2024: Nil).

(ii) Other commitment:

- The Company has entered into a Capital commitment agreement where contribution has to be made to Fireside Ventures Advisory LLP (Investment Manager of Fireside Ventures Investment Fund III (Fund)) and Orbis trusteeship Services Private Limited (Trustee Company of the Fund) in which the contributor has committed ₹ 700.00 which will be paid as per the terms of agreement. During the year, 15% (March 31, 2024 - 20%) of the amount i.e. ₹ 105.00 (March 31, 2024 -140.00) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2025 is ₹ 315.00 (March 31, 2024 is ₹ 210.00).

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(All amounts in ₹ lakhs, unless otherwise stated)

- b) The Company has entered into a Capital commitment agreement where contribution has to be made to Waterbridge Capital Management LLP (Investment Manager of WaterBridge Ventures II Trust (Fund)) and Vistra ITCL (India) Limited (Trustee Company of the Fund) in which the contributor has committed ₹ 1000.00 which will be paid as per the terms of agreement. During the year, Nil (March 31, 2024 - 7.50%) of the amount i.e. ₹ Nil (March 31, 2024 - ₹75) has been contributed based on the drawdown notice received from the fund. Total contribution till March 31, 2025 is ₹ 675.00 (March 31, 2024 is ₹ 675.00).

b) Contingent liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
i) In case of the Company, claims against Company not acknowledged as debt		
- On account of stamp duty on demerger	148.20	148.20
	148.20	148.20

- the Company has been a filed writ petition before the Hon'ble High Court of Delhi (PDS Multinational Fashions Limited Vs. Collector of Stamp, Civil Writ Petition being W. P. (C) No. 7509 of 2015) for quashing the orders dated June 19, 2015 and July 9, 2015 passed by the Collector of Stamps and was saddled with a liability of ₹ 148.20 based on the misrepresentation and misreading of the judgement passed by the Hon'ble High Court of Delhi in Delhi Towers vs. GNCT of Delhi 1(2010) 159 comp. cases 129 (Delhi).

- Pending resolution of the respective proceedings, it is difficult to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decisions pending with various forums/authorities. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Group does not expect any reimbursements in respect of the above contingent liabilities.

- ii) The Hon'ble Supreme Court of India has passed a judgement relating to definition of wages under the Provident Fund Act, 1952 on February 28, 2019. However, considering that there are numerous interpretative issues related to the judgement and in the absence of reliable measurement of the provision for the earlier period, the Group has made provision for provident fund contribution from the date of order. The Group will evaluate its position and update provision, if required, after receiving further clarity in this regard.
- (iii) In case of Poeticgem Limited, HSBC Bank PLC, has provided a guarantee to HM Revenue and Customs and RBS PLC amounting to ₹ 592.78 (March 31, 2024 : ₹ 565.29).

Note 43 : Segment reporting

(a) Primary segment information:

A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment e.g. sourcing, manufacturing and others), or in providing products or services within a particular economic environment, which is subject to risks and returns that are different from those of other segments. Segment information is presented in respect of the Group's business segments. The Group's primary format for segment reporting is based on business segments.

Inter-segment pricing is determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Other items comprise mainly investments and related revenue, loans and borrowings and related expenses, corporate assets (primarily the Group's headquarters) and head office expenses, and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the reporting period to acquire property, plant and equipment, investment property and intangible assets other than goodwill.

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as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

(b) Segment details are as below:

Particulars	Sourcing		Manufacturing		Others		Adjustment / elimination		Total	
	For the year ended		For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Segment revenue	12,19,983.57	10,07,997.14	78,836.40	59,666.10	637.43	551.97	(41,658.55)	(30,950.26)	12,57,798.85	10,37,264.96
Other income	3,724.37	2,849.82	113.55	731.23	1,704.36	1,138.71	(588.13)	(1,252.31)	4,954.15	3,467.45
Segment results before tax	24,306.15	23,025.84	3,252.41	1,455.59	(45.76)	(1,044.19)	(571.87)	(815.48)	26,940.93	22,621.76
Tax expense									(2,711.46)	(2,971.49)
Share of loss of associates and joint ventures									(91.99)	617.81
Profit for the year									24,137.48	20,268.07
Segment assets	3,73,966.71	3,17,160.13	53,473.30	46,651.46	46,363.81	42,376.94	-	-	4,73,803.82	4,06,188.54
Segment assets as a % of total assets	78.93	78.08	11.29	11.49	9.79	10.43	-	-	100.00	100.00
Segment liabilities	2,87,502.23	2,59,820.64	12,017.86	15,047.20	2,658.57	6,753.84	-	-	3,02,178.67	2,81,621.68
Segment liabilities as a % of total liabilities	95.14	92.26	3.98	5.34	0.88	2.40	-	-	100.00	100.00
Other material non-cash items included under Statement of Profit and loss before tax										
Depreciation and amortisation	8,157.36	6,483.16	2,342.31	2,338.35	574.19	521.28	-	-	11,073.85	9,342.79

Entity wide disclosures:

(c) Information about products and services:

- (i) Revenue from external customers by nature of product:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of goods	12,10,009.58	9,97,497.01
Other operating revenues	47,789.27	39,767.95
	12,57,798.85	10,37,264.96

(d) Information about Geographical areas

- (i) Revenue from external customers by Geography are as follows:

Geography	Year ended March 31, 2025	Year ended March 31, 2024
India	50,157.81	14,901.00
UK & Europe	8,59,106.80	7,48,122.76
North America	2,05,701.63	1,39,649.58
Asia, Middle East & Others	95,043.34	94,823.67
	12,10,009.58	9,97,497.01

- (ii) The Group's non-current assets are majorly located as follows:

Geography	Year ended March 31, 2025	Year ended March 31, 2024
India	7,019.54	7,571.99
Hong Kong	19,105.21	15,296.03
United Kingdom	33,258.24	17,335.83
Bangladesh	13,889.96	16,593.54
Others	11,832.04	18,939.81
	85,104.99	75,737.20

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(All amounts in ₹ lakhs, unless otherwise stated)

(iii) The Group's investments accounted as per equity method are majorly located as follows:

Geography	As at March 31, 2025	As at March 31, 2024
United kingdom	136.03	143.91
Sri Lanka	652.84	862.55
Poland	10,320.21	9,930.98
India	116.02	110.58
	11,225.10	11,048.02

(e) Revenue from major customers: There were 1 customer who had contributed 10% or more (amounting to ₹ 2,14,806) to the Group's revenue for the year ended March 31, 2025 and 1 customer (amounting to ₹ 1,16,458) for the year ended March 31, 2024.

Note 44: Revenue from contracts with customers

Set out below is the disaggregation of the Group's revenue from contracts with customers and reconciliation to Statement of Profit and Loss:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenues by category and nature		
Sale of goods	12,10,009.58	9,97,497.01
Others	47,789.27	39,767.95
	12,57,798.85	10,37,264.96
Revenues from geographic areas based on the location of the customers are as follows:		
India	50,157.81	14,901.00
UK and Europe	8,59,106.80	7,48,122.76
North America	2,05,701.63	1,39,649.58
Asia, Middle East & Others	95,043.34	94,823.67
	12,10,009.58	9,97,497.01
Revenues based on timing of recognition		
Sale of goods transferred at a point in time	12,10,009.58	9,97,497.01
Services transferred over the period of time	47,789.27	39,767.95
	12,57,798.85	10,37,264.96

Significant changes in contract assets and contract liabilities during the period are as follows:

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Assets and liabilities related to contracts with customers

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables	1,85,993.46	1,67,713.55
Contract assets	1,062.20	523.26
Contract liabilities	5,714.60	5,836.60

Trade receivables are non-interest bearing and are generally on terms of 90 to 135 days. The Group has recognised ₹ 1,365.79 provision for expected credit loss on trade receivables during the year ended March 31, 2025 (March 31, 2024: - ₹ 988.66).

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Particulars	As at March 31, 2025	As at March 31, 2024
Contract assets at the beginning of the year	523.26	971.85
Revenue to be billed during the year	538.94	(448.59)
Contract assets at the end of the year	1,062.20	523.26
Contract liabilities at the beginning of the year	5,836.60	2,746.49
Advance (adjusted)/ received from customers during the year, net	(122.00)	3,090.11
Contract liabilities at the end of the year	5,714.60	5,836.60
Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price		
Revenue as per contract	1,258,847.38	10,39,139.96
Variable consideration adjustments	(1,048.53)	(1,875.00)
Revenue from contract with customers	12,57,798.85	10,37,264.96

Note 45: Lease disclosure

Where the Group is the lessee:

As lessee

Lease liability is initially measured at the present value of future lease payments. Lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

As a lessee

- i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	As at March 31, 2025	As at March 31, 2024
At the beginning of the year	10,573.19	11,434.91
Additions during the year	5,698.18	3,206.12
Disposals during the year	(843.11)	-
Depreciation expenses	(4,219.05)	(4,127.31)
Effect of changes in exchange rates	168.53	59.47
At the end of the year	11,377.74	10,573.19

- ii) Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	As at March 31, 2025	As at March 31, 2024
At the beginning of the year	11,103.33	11,825.83
Addition	5,528.16	3,473.21
Accretion of interest	582.95	632.62
Rent concession	(1.72)	(2.42)
Payment of principal portion of lease liabilities	(4,029.20)	(4,010.28)
Interest paid on lease liabilities	(582.95)	(632.62)
Derecognition upon exercise of termination options	(580.52)	-
Effect of changes in exchange rates	72.83	(183.01)
At the end of the year	12,092.88	11,103.33
Current	4,751.85	3,467.25
Non-current	7,341.03	7,636.08
	12,092.88	11,103.33

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iii) Maturity analysis of lease liabilities:

Particulars	As at March 31, 2025	As at March 31, 2024
Lease payments		
Not later than one year	5,077.2	4,004.11
Later than one year	7,901.82	8,504.75
Later than five years	480.8	312.98
Total	13,459.83	12,821.84

iv) Amount recognised in Consolidated Statement of Profit and Loss

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation on right of use assets	4,219.05	4,127.31
Interest on lease liabilities	582.95	632.62
Expenses relating to short term leases	1,977.89	1,288.61

As a lessor

The Group has entered into operating leases on its investment property. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Refer note 5 for rental income and future minimum rentals receivable under non-cancellable operating leases as at March 31, 2025 and March 31, 2024.

Note 46 A: Business combinations and asset acquisition during the year ended March 31, 2025

During the year, the Group has acquired a 55% interest in Angelic-Partners Limited and 100% interest in Subtract Retail Limited. Such acquisition including purchase price allocation is not material to the group.

Note 46 B: Business combinations and asset acquisition during the year ended March 31, 2024

i) Net assets acquisition from No Ordinary Designer Label Limited through PDS Lifestyle Limited (UK):

On April 27, 2023, Group ('Licensee') through its subsidiary incorporated in United Kingdom namely New Lobster Limited had signed a long-term strategic partnership with Authentic Brands Group ('Licensor') for Ted baker operations in Europe and accordingly, licensee had entered into an license agreement for a period of 10 years, under which licensee have to pay 10% of the net sales as royalty to licensor.

Additionally, the Group through its subsidiary PDS Lifestyle Limited UK, acquired net assets from No Ordinary Designer Label Limited, for a consideration of ₹ 15,051.14 (GBP 146.00) and accounted on net assets acquisition basis.

The fair values of the assets and liabilities of New Lobster Limited on the date of acquisition were as follows:

Particulars	Amount
Current assets :	
Inventories	12,416.49
Trade and other receivables	11,330.29
Cash and cash equivalents	646.61
Trade and other payables	(9,342.25)
Sub Total	15,051.14
Cash consideration	15,051.14

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An analysis of the cash flows in respect of the net assets acquisition from No Ordinary Designer Label Limited through PDS Lifestyle Limited UK is as follows:

Particulars	Amount
Cash consideration	15,051.14
Cash and bank balances acquired	(646.61)
Net outflow of cash and cash equivalents included in cash flows from investing activities	14,404.53

Since the incorporation, New Lobster Limited has contributed ₹ 52,338.50 to the Group's revenue and profit of ₹ 2,113.96 to the consolidated statement of profit and loss for the year ended March 31, 2024.

ii) Acquisition of Wonderwall (F.E) Limited:

On April 01, 2023, the Group has acquired 75% stake in Wonderwall (F.E) Limited through its HongKong subsidiary Simple approach Limited for an absolute consideration of ₹ 33 (HKD 3). The Company is engaged in the business of sales, marketing, design, sourcing, and distribution operations of knitwear, footwear and other opportunities.

The identifiable assets acquired and liabilities of Wonderwal (F.E) Limited on the date of acquisition were as follows:

Particulars	Amount
Property, plant and equipment	7.12
Current assets :	
Cash and cash equivalents	39.69
Borrowings	(714.98)
Trade and other payables	(69.58)
Total Identifiable net assets at fair value	(737.75)
Non-controlling interest (25%)	(184.44)
Goodwill on acquisition	922.19
Cash consideration	0.00

An analysis of the cash flows in respect of the acquisition of Wonderwal (F.E) Limited is as follows:

Particulars	Amount
Cash consideration	0.00
Cash and bank balances acquired	(39.69)
Net outflow of cash and cash equivalents included in cash flows from investing activities	(39.69)

Since the acquisition, Wonderwall (F.E) Limited has contributed ₹ 1,194.26 to the Group's revenue and loss of ₹ 221.07 to the consolidated statement of profit and loss for the year ended March 31, 2024.

iii) Other acquisition:

During the year, group had acquire the stake of 75% in Nodes Studio LDA, 60% in Progressive Crusade Unipessoal LDA, 75% in Vivere London Limited at a consideration of ₹ 0.25. Such acquisition including the purchase price allocation is not material to the group.

Note 47 A: Change in proportion held by Non-controlling interest during the year ended March 31, 2025

i) Acquisition of Non-controlling interest in Spring near east FZCO

On July 17, 2024, the Group has acquired additional equity interest of 30% in its subsidiary Spring near east FZCO, at a consideration of ₹ 2,025.82. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	2037.69
Carrying value of Non controlling interest acquired (B)	1051.56
Net loss adjusted directly in other equity (A-B)	986.13

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(All amounts in ₹ lakhs, unless otherwise stated)

ii) Divestment to Non-controlling interest in Progress Manufacturing Group Limited

On March 15, 2025, the Group has disposed off equity interest of 13% in its subsidiary Progress Manufacturing Group Limited, at a consideration of ₹ Nil. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	-
Carrying value of Non controlling interest divested	(3,215.97)
Net gain adjusted directly in other equity (A-B)	3,215.97

iii) Divestment Non-controlling interest in GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Ltd)

On March 15, 2025, the Group has disposed off equity interest of 7% in its subsidiary GoodEarth Lifestyle Limited (Erstwhile Green Apparel Industries Ltd), at a consideration of ₹ Nil. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	-
Carrying value of Non controlling interest divested	(1,013.17)
Net gain adjusted directly in other equity (A-B)	1,013.17

iii) Divestment to Non-controlling interest in Norlanka Manufacturing Limited, Design Arc Asia Limited and Twins Asia Limited

During the year, the Group has disposed off equity interest of 9.5%, 13% and 15% in its subsidiary Norlanka Manufacturing Limited, Design Arc Asia Limited and Twins Asia Limited at a consideration of 2033.77, Nil and Nil respectively. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	2,033.77
Carrying value of Non controlling interest divested (B)	2,030.16
Net gain adjusted directly in other equity (A-B)	3.61

iv) Divestment Non-controlling interest in other entities

During the year, the Group has disposed off equity interest of 5%, 15%, 1% and 1% in its subsidiary Simple approach Limited, PDS Fashion USA Limited, Poeticgem Limited and Poeticgem International Limited at an absolute consideration of ₹ 83, a consideration of ₹ Nil, a consideration of ₹ 38.82 and a consideration of ₹ Nil respectively. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	38.82
Carrying value of Non controlling interest divested	601.80
Net loss adjusted directly in other equity (A-B)	(562.98)

Note 47 B: Change in proportion held by Non-controlling interest during the year ended March 31, 2024

i) Acquisition of Non-controlling interest in GoodEarth Apparel Industries Limited

On April 28, 2023, the Group has acquired additional equity interest of 25% in its subsidiary GoodEarth Apparel Industries Limited, at a consideration of ₹ 2,061.25. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	2,061.25
Carrying value of Non controlling interest acquired (B)	(3,192.72)
Net loss adjusted directly in other equity (A-B)	(5,253.97)

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ii) Acquisition of Non-controlling interest in Progress Manufacturing Group Limited

On April 01, 2023, the Group has acquired additional equity interest of 3% in its subsidiary Progress Manufacturing Group Limited, at a consideration of ₹ 208.27. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	208.27
Carrying value of Non controlling interest acquired (B)	(749.03)
Net gain adjusted directly in other equity (A-B)	957.30

iii) Change of Non-controlling interest in other entities

During the year, the Group has acquired additional equity interest of 10% in its subsidiary, Kleider Sourcing FZCO, Twins Asia FZCO, Design Arc FZCO and Poeticgem International FZCO at a consideration of ₹ 8.98. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

During the year, the Group has sold the equity interest of 25% in its subsidiary Collaborative sourcing services FZCO at a consideration of ₹ 0.56. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

During the year, the Group has acquired additional equity interest of 1% in its Joint venture, Souricng Solution Europe BVBA at a consideration of ₹ 158.9. The net loss arising on the transaction has been adjusted directly in equity in accordance with IndAS 110, consolidated financial statements, as a change in ownership interest without change in control.

Particulars	Amount
Cash consideration (A)	(150.48)
Carrying value of Non controlling interest acquired (B)	146.58
Net loss adjusted directly in other equity (A-B)	(297.06)

Note 48: Employee Share based compensation

As at March 31, 2025 the Group has the following share-based payments arrangements :

A. Employee Stock Option Plan 2021 - Plan A and Plan B

i) Brief description of the share based payment arrangement

On April 3, 2021 the Group established the PDS Multinational Fashions Limited – Employee Stock Option Plan 2021 – Plan A ('Plan A') which entitles key managerial personnel and senior employees to purchase shares of the Company. On July 27, 2021, the Group established the PDS Multinational Fashions Limited Employee stock option plan 2021 – Plan B ('Plan B') through Direct and through Trust route for other KMP and senior employees. The plans are designed to provide incentives to the employees of the Group to deliver long-term returns. The Plans are administered by the Nomination and Remuneration committee. During the year ended 31 March 2025, the Group has granted 1,25,000 (31 March 2024 - 55,000) equity settled stock options (ESOPs) under these plans. Vesting of the options would be subject to continuous employment with the Group and hence the options would vest with passage of time. In addition to this, the Nomination and remuneration committee may also specify certain performance parameters subject to which the options would vest.

Options granted under the plan are for no consideration and carry no dividend or voting rights. On exercise, each option is convertible into one equity share. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Particulars	Number of instruments*	Exercise price*	Vesting period	Exercise period
FY 2024-25	1,25,000	₹ 396	1 - 4 years	3 - 4 years post vesting period
	1,25,000			
FY 2023-24	55,000	₹ 300 - ₹464	1 - 4 years	3 - 4 years post vesting period
	55,000			

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ii) Summarized information about movement in Plan A and Plan B

Particulars	March 31, 2025		March 31, 2024	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	38,93,835	193.30	49,60,185	181.67
Granted during the year	1,25,000	396.00	55,000	434.02
Exercised during the year	(14,14,412)	147.44	(9,84,475)	144.69
Forfeited during the year	(22,500)	246.00	(1,36,875)	219.00
Outstanding at the end of the year	25,81,923	227.77	38,93,835	193.30
Exercisable at the end of the year	16,35,423	208.29	18,09,168	171.05

The Group has charged ₹ 578.13 (March 31, 2024: ₹ 1,210.66) to the consolidated statement of profit and loss in respect of options granted under Plan A and Plan B.

*The number of instruments and the exercise prices are in absolute figures.

iii) Fair Value of the option granted during the year

The Fair value of ESOPs granted under Plan A and Plan B have been measured using the Black-Scholes option-pricing model using the following assumptions, sorted according to their grant dates:

Particulars	March 31, 2025	March 31, 2024
	For Option Granted	For Option Granted
Weighted average Grant date fair value, per share (in ₹)	480.35	537.26
Weighted average Exercise price, per share (in ₹)	396.00	434.02
Assumptions used:		
Volatility	40.75% - 42.17%	37.00% - 41.22%
Expected lives (in years)	1.50 - 5.00	1.50 - 5.00
Risk-free interest rate	7.00% - 7.04%	7.00% - 7.04%
Expected dividend yield rate	0.28% - 0.43%	0.28% - 0.43%

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Grant. The Group believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the ESOP.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of holding Company's share on the date of grant.

B. Cash Settled Share based payment (Phantom Stock Units)

i) Brief description of the share based payment arrangement

On October 22, 2021 the Company established the PDS Multinational Fashions Limited – Phantom Stock Units Plan 2021 ('Phantom stock plan'), which entitles few senior employees of the Group to a cash payment on exercise. During the year ended March 31, 2025 the Company has granted Nil ('Phantom Stock Units/ PSU') (March 31, 2024 - 25,000). These PSU's carry a vesting period of up to 4 years and an exercise period of 4 years from the date of vesting.

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ii) Summarized information about movement in the Phantom stock plan

Particulars	March 31, 2025		March 31, 2024	
	Number of options*	Weighted average exercise price per share (₹)*	Number of options*	Weighted average exercise price per share (₹)*
Outstanding at the beginning of the year	2,90,625	225.97	3,87,500	219.00
Granted during the year	-	-	25,000	300.00
Exercised during the year	(18,750)	246.00	(65,625)	219.00
Cancelled during the year	-	-	(56,250)	219.00
Outstanding at the end of the year	2,71,875	224.59	2,90,625	225.97
Exercisable at the end of the year	1,75,000	219.00	1,09,375	219.00

*The number of instruments and the exercise prices are in absolute figures.

The Group has charged ₹ 40.05 (March 31, 2024: ₹ 272.79) to the statement of profit and loss in respect of options granted under Phantom stock plan.

iii) Fair Value of the option granted during the year

Particulars	March 31, 2025	March 31, 2024
Weighted average Grant date fair value, per share (in ₹)	NA	367.90
Weighted average Exercise price, per share (in ₹)	NA	300.00
Assumptions used:		
Volatility	NA	41.59%
Expected lives (in years)	NA	2.12 - 5.12
Risk-free interest rate	NA	7.00% - 7.04%
Expected dividend yield rate	NA	0.34%

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during 5 years before the date of Measurement. The Group believes that such measure of volatility is currently the best available indicator of the expected volatility used in these estimates.

The expected life of the PSU is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the PSU.

Risk-free interest rates are determined using the implied yield currently available for India government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualised approved dividend rate and the market price of Holding Company's common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of ESOP is determined based on the closing price of holding Company's share.

Share based payment expense recognised in the Statement of Profit and Loss in respect of the above plans is as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Share based payment expense	618.18	1,483.45

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- C. Share based payment reserve and Share based payment liability recognised in the balance sheet in respect of the above plans is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Share based payment liability	645.05	659.50
Share based payment reserve	3,271.70	4,025.90

Note 49: Audit trail

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, incorporated in India, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company and its subsidiaries uses accounting software for maintaining their books of account. The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Holding Company and its two subsidiaries. Accounting software administration guide states that enabling the same all the time consume storage space on the disk and can impact database performance significantly. Audit trail (edit log) is enabled at the application level.

Four subsidiaries have used another accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility and the same was enabled from 10 May 2024 for all transactions recorded in the software.

The audit trail has been preserved by the Holding Company and its subsidiaries as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

Note 50: Post reporting date events

- (a) Refer Note 16 for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing general meeting.
- (b) The Group through its wholly owned subsidiary Nextstyle Apparel Manufacturing Limited, has acquired a 55% equity interest in M/s Knit Gallery India Private Limited on May 13, 2025. The purpose of the acquisition is to expand the manufacturing footprint of the Group in India and accelerate the sourcing capabilities within India. The consideration is ₹ 4,038 towards equity shares, out of which the Company has paid ₹ 2,423 as on this date.

No adjusting or significant non-adjusting events have occurred between the March 31, 2025 and the date of authorisation.

Note 51: Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary/ associates/ joint ventures.

Particulars	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at31 March 2025		As at31 March 2024		As at31 March 2025		As at31 March 2024	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Parent Company								
PDS Limited	43.02%	71,000.98	22.76%	26,547.44	46.38%	7,277.27	54.83%	7,907.96
Indian subsidiaries								
Technocian Fashions Private Limited and its subsidiaries	0.35%	572.12	0.32%	371.94	1.40%	220.19	1.85%	266.98
DIZBI Private Limited	0.00%	-	0.00%	3.52	0.00%	-	-0.01%	(0.86)
Norlanka Manufacturing India Private Limited	0.29%	483.37	0.38%	439.92	0.27%	42.47	-0.22%	(31.01)
PDS Brands Private Limited	-0.01%	(10.45)	-0.10%	(112.17)	-0.06%	(9.41)	-0.01%	(0.75)

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Particulars	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at31 March 2025		As at31 March 2024		As at31 March 2025		As at31 March 2024	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
DBS Lifestyle Private Limited	0.55%	899.66	1.06%	1,233.37	-2.13%	(334.60)	-4.20%	(605.41)
NexStyle Apparel Manufacturing Limited	2.66%	4,386.57	0.00%	-	-0.31%	(48.43)	0.00%	-
Foreign subsidiaries								
Multinational Textile Group Limited	47.34%	78,134.84	43.59%	50,851.48	27.16%	4,260.58	92.56%	13,350.43
PDS Ventures Limited	18.26%	30,130.26	3.47%	4,053.51	-1.94%	(304.09)	-12.71%	(1,832.95)
PDS Sourcing Limited	10.41%	17,184.47	12.82%	14,951.49	30.62%	4,804.43	35.17%	5,072.44
PDS Fashion HK Limited	-0.79%	(1,296.78)	-0.04%	(50.16)	-7.84%	(1,230.06)	-0.01%	(0.74)
PDS Global Investments Limited	0.00%	-	0.03%	36.15	0.00%	-	0.00%	(0.14)
PDS Manufacutring Limited	29.62%	48,889.22	20.95%	24,440.76	0.14%	22.24	0.15%	21.04
Spring Design Lonodon Limited	-1.49%	(2,466.56)	-1.02%	(1,194.28)	-6.73%	(1,055.73)	-4.40%	(634.73)
Techno Design GmbH	0.91%	1,495.28	0.45%	523.89	5.97%	936.03	2.35%	339.51
PDS Fashion USA Limited	0.26%	423.61	0.08%	97.10	11.48%	1,801.70	0.49%	70.37
PG Group Limited and its subsidiaries	2.78%	4,586.22	3.14%	3,660.17	7.65%	1,199.46	2.89%	416.71
PDS Smart Fabric Tech Limited	0.06%	104.25	0.25%	296.39	-1.27%	(198.77)	-1.17%	(168.60)
Norwest Industries Limited and its subsidiaries	48.40%	79,888.16	66.00%	76,985.77	67.77%	10,633.37	32.60%	4,701.72
Progress Manufacturing Group Limited and its subsidiary	0.55%	900.48	-21.02%	(24,518.32)	9.12%	1,430.76	5.30%	764.89
GoodEarth Lifestyle Limited and its subsidiary	2.73%	4,498.58	-10.18%	(11,874.23)	7.02%	1,101.68	-0.44%	(62.91)
PDS Asia Star Corporation Limited and its subsidiaries	2.33%	3,840.79	1.63%	1,904.21	12.12%	1,901.08	1.90%	273.44
Simple Approach Limited and its subsidiaries	6.22%	10,263.73	3.89%	4,539.40	33.76%	5,297.29	20.31%	2,929.32
Zamira Fashions Limited and its subsidiaries	0.34%	557.42	1.06%	1,232.19	-2.08%	(326.82)	11.16%	1,609.84
Poeticgem International Limited	0.87%	1,436.56	0.67%	780.32	5.30%	830.98	0.82%	117.80
Grupo Sourcing Limited and its subsidiary	-0.34%	(559.18)	-0.03%	(34.22)	-3.53%	(553.32)	-0.62%	(88.76)
Techno Design HK Limited and its subsidiaries	2.95%	4,872.35	3.55%	4,142.78	14.72%	2,309.61	16.14%	2,328.24
Blueprint Design Limited	0.00%	-	-2.96%	(3,457.85)	0.00%	-	0.67%	97.26
Poetic Brands Limited	1.30%	2,153.73	1.50%	1,746.94	2.01%	315.90	1.54%	222.43
FX Import Company Limited	-0.04%	(61.26)	-0.05%	(58.42)	0.00%	-	3.38%	486.97
Poeticgem Limited	7.25%	11,972.99	10.54%	12,294.18	1.97%	308.90	2.47%	355.57
Poetic Knitwear Limited	0.00%	-	0.00%	-	0.00%	-	5.14%	740.75
Design Arc UK Limited	-1.15%	(1,903.00)	0.41%	480.53	-13.43%	(2,106.64)	-2.35%	(338.81)
Pacific Logistics Limited	0.00%	-	0.00%	-	0.00%	-	2.94%	423.34
Casa Forma Limited	0.00%	(0.22)	0.02%	22.05	-0.15%	(22.82)	0.02%	2.73
Moda & Beyond Limited	-0.70%	(1,159.03)	-0.17%	(193.57)	-5.85%	(918.44)	-1.40%	(201.77)
PDS fashion Limited	-0.68%	(1,123.35)	-0.24%	(276.54)	-4.72%	(740.19)	-3.48%	(502.27)

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Particulars	Net assets i.e. total assets minus total liability				Share in profit/(loss) for the year			
	As at31 March 2025		As at31 March 2024		As at31 March 2025		As at31 March 2024	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
PDS Lifestystyle Limited UK Recovered Clothing Limited	-0.91%	(1,504.64)	0.31%	363.88	-11.80%	(1,850.70)	14.11%	2,034.75
PDS Sourcing Bangladesh Limited (Erstwhile known as Multinational OSG Services Bangladesh Private Limited)	-0.59%	(965.53)	0.07%	77.70	-6.57%	(1,031.44)	0.43%	61.66
Spring Near East FZCO	0.19%	313.33	0.22%	261.60	-0.23%	(35.65)	-0.77%	(111.26)
PDS Multinational FZCO and its subsidiaries	0.00%	-	2.18%	2,539.78	0.00%	-	4.09%	590.16
Techno Sourcing Bangladesh Limited	11.75%	19,400.25	9.32%	10,872.88	96.03%	15,067.18	74.55%	10,751.90
Techno Design USA LLC	0.18%	302.02	0.24%	276.78	0.37%	58.62	-0.23%	(33.21)
PDS Lifestystyle Limited HK	-0.09%	(141.56)	-0.12%	(138.15)	0.00%	-	0.00%	-
PDS Design Services Limited	0.00%	3.44	0.01%	6.68	-0.02%	(3.41)	-0.01%	(1.60)
PDS Collaborative Sources Limited	-0.74%	(1,221.45)	0.01%	7.21	-7.77%	(1,218.59)	-0.01%	(1.08)
PDS Incubation Company Limited	-0.14%	(223.77)	0.07%	82.93	-1.95%	(305.50)	0.00%	-
Angelic Partner	0.00%	4.22	0.01%	7.20	-0.02%	(3.16)	-0.01%	(1.09)
Foreign associates	-0.24%	(389.30)	0.00%	-	-1.88%	(294.48)	0.00%	-
Sourcing Solutions Europe BVPA	0.00%	-	0.00%	-	0.00%	-	1.87%	270.03
Loop Digital Wardrobe Limited	0.07%	119.47	0.11%	128.12	-0.08%	(12.68)	-0.22%	(31.72)
GWD Enterprises Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Nobleswear (Private) Limited	0.40%	652.84	0.74%	862.55	-1.49%	(233.25)	0.08%	11.74
Mambo Leisure Masters Limited	0.01%	16.56	0.01%	15.79	0.00%	(0.68)	0.00%	-
Indian joint venture								
Digital Ecom Techno Private Limited	0.07%	116.02	0.09%	110.58	0.03%	5.44	0.00%	-
Digital Internet Technologies Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Foreign joint ventures								
Yellow Octopus EU Sp. z o.o. sp.K.	6.25%	10,320.21	8.51%	9,930.97	0.95%	149.19	2.55%	367.76
Yellow Octopus Ventures FZCO			0.00%					
YELLOW OCTOPUS CIRCULAR SOLUTIONS LIMITED (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)								
Sub-total	240.48%	3,96,897.91	184.55%	2,15,272.21	300.43%	47,135.52	360.10%	51,938.09
Non-controlling interest in subsidiaries	-3.99%	(6,578.85)	-6.79%	(7,917.09)	-53.85%	(8,448.17)	-40.53%	(5,844.98)
Intercompany elimination and consolidation adjustments	-136.49%	(2,25,272.79)	-77.76%	(90,705.39)	-146.58%	(22,998.03)	-219.58%	(31,670.01)
Grand-total	100.00%	1,65,046.31	100.00%	1,16,649.76	100.00%	15,689.32	100.00%	14,423.10

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Share in other comprehensive income				Share in total comprehensive income			
	Year ended31 March 2025		Year ended31 March 2024		Year ended31 March 2025		Year ended31 March 2024	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Parent Company								
PDS Limited	0.09%	(6.68)	-0.24%	(13.36)	84.43%	7,270.59	39.36%	7,894.60
Indian subsidiaries								
Technocian Fashions Private Limited and its subsidiaries	-0.01%	0.66	0.00%	-	2.56%	220.86	1.33%	266.98
DIZBI Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	(0.86)
Norlanka Manufacturing India Private Limited	0.00%	-	0.00%	-	0.49%	42.47	-0.15%	(31.01)
PDS Brands Private Limited	0.00%	-	0.00%	-	-0.11%	(9.41)	0.00%	(0.75)
DBS Lifestyle Private Limited	0.20%	(14.01)	0.00%	-	-4.05%	(348.61)	-3.02%	(605.41)
NexStyle Apparel Manufacturing Limited	0.00%	-	0.00%	-	-0.56%	(48.43)	0.00%	-
Foreign subsidiaries								
Multinational Textile Group Limited	0.98%	(69.65)	0.63%	35.61	48.67%	4,190.93	66.75%	13,386.04
PDS Ventures Limited	45.60%	(3,227.41)	63.93%	3,600.55	-41.01%	(3,531.50)	8.81%	1,767.59
PDS Sourcing Limited	0.00%	-	0.00%	-	55.79%	4,804.43	25.29%	5,072.44
PDS Fashion HK Limited	0.00%	-	0.00%	-	-14.28%	(1,230.06)	0.00%	(0.74)
PDS Global Investments Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	(0.14)
PDS Manufacutring Limited	0.00%	-	0.00%	-	0.26%	22.24	0.10%	21.04
Spring Design Lonodon Limited	0.00%	-	0.00%	-	-12.26%	(1,055.73)	-3.16%	(634.73)
Techno Design GmbH	0.00%	0.27	0.00%	-	10.87%	936.30	1.69%	339.51
PDS Fashions USA Limited	0.00%	-	0.00%	-	20.92%	1,801.70	0.35%	70.37
PG Group Limited and its subsidiaries	0.00%	-	0.00%	-	13.93%	1,199.46	2.08%	416.71
PDS Smart Fabric Tech Limited	0.00%	-	0.00%	-	-2.31%	(198.77)	-0.84%	(168.60)
Norwest Industries Limited and its subsidiaries	19.95%	(1,411.84)	-2.20%	(124.04)	107.08%	9,221.53	22.83%	4,577.68
Progress Manufacturing Group Limited and its subsidiary	0.00%	-	0.00%	-	16.61%	1,430.76	3.81%	764.89
GoodEarth Lifestyle Limited and its subsidiary	-0.01%	0.41	0.00%	-	12.80%	1,102.10	-0.31%	(62.91)
PDS Asia Star Corporation Limited and its subsidiaries	0.59%	(41.55)	0.00%	-	21.59%	1,859.53	1.36%	273.44
Simple Approach Limited and its subsidiaries	1.74%	(122.80)	0.00%	-	60.09%	5,174.49	14.61%	2,929.32
Zamira Fashions Limited and its subsidiaries	-0.32%	22.77	0.00%	-	-3.53%	(304.06)	8.03%	1,609.84
Poeticgem International Limited	2.95%	(209.05)	0.00%	-	7.22%	621.93	0.59%	117.80
Grupo Sourcing Limited and its subsidiary	0.05%	(3.42)	0.00%	-	-6.46%	(556.73)	-0.44%	(88.76)

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Share in other comprehensive income				Share in total comprehensive income			
	Year ended 31 March 2025		Year ended 31 March 2024		Year ended 31 March 2025		Year ended 31 March 2024	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Techno Design HK Limited and its subsidiaries	0.02%	(1.56)	0.01%	0.78	26.80%	2,308.05	11.61%	2,329.02
Blueprint Design Limited	0.00%	-	0.00%	-	0.00%	-	0.48%	97.26
Poetic Brands Limited	0.00%	-	0.00%	-	3.67%	315.90	1.11%	222.43
FX Import Company Limited	0.00%	-	0.00%	-	0.00%	-	2.43%	486.97
Poeticgem Limited	0.00%	-	1.40%	79.00	3.59%	308.90	2.17%	434.57
Poetic Knitwear Limited	0.00%	-	0.00%	-	0.00%	-	3.69%	740.75
Design Arc UK Limited	0.00%	-	0.00%	-	-24.46%	(2,106.64)	-1.69%	(338.81)
Pacific Logistics Limited	0.00%	-	0.00%	-	0.00%	-	2.11%	423.34
Casa Forma Limited	0.00%	-	0.00%	-	-0.26%	(22.82)	0.01%	2.73
Moda & Beyond Limited	0.00%	-	0.00%	-	-10.67%	(918.44)	-1.01%	(201.77)
PDS fashion Limited	0.00%	-	0.00%	-	-8.60%	(740.19)	-2.50%	(502.27)
PDS Lifestystyle Limited UK	0.00%	-	0.00%	-	-21.49%	(1,850.70)	10.15%	2,034.75
Recovered Clothing Limited	0.00%	-	0.00%	-	-11.98%	(1,031.44)	0.31%	61.66
PDS Sourcing Bangladesh Limited (Erstwhile known as Multinational OSG Services Bangladesh Private Limited)	0.00%	-	0.00%	-	-0.41%	(35.65)	-0.55%	(111.26)
Spring Near East FZCO	0.00%	-	0.00%	-	0.00%	-	2.94%	590.16
PDS Multinational FZCO and its subsidiaries	2.29%	(162.27)	0.00%	-	173.08%	14,904.90	53.61%	10,751.90
Techno Sourcing Bangladesh Limited	0.14%	(10.11)	0.00%	-	0.56%	48.51	-0.17%	(33.21)
Techno Design USA LLC	0.00%	-	0.00%	-	0.00%	-	0.00%	-
PDS Lifestystyle Limited HK	0.00%	-	0.00%	-	-0.04%	(3.41)	-0.01%	(1.60)
PDS Design Services Limited	0.00%	-	0.00%	-	-14.15%	(1,218.59)	-0.01%	(1.08)
PDS Collaborative Sources Limited	0.00%	-	0.00%	-	-3.55%	(305.50)	0.00%	-
PDS Incubation Company Limited	0.00%	-	0.00%	-	-0.04%	(3.16)	-0.01%	(1.09)
Angelic Partner	0.00%	-	0.00%	-	-3.42%	(294.48)	0.00%	-
Foreign associates								
Sourcing Solutions Europe BVPA	0.00%	-	0.00%	-	0.00%	-	1.35%	270.03
Loop Digital Wardrobe Limited	0.00%	-	0.00%	-	-0.15%	(12.68)	-0.16%	(31.72)
GWD Enterprises Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Nobleswear Private Limited	0.00%	-	0.00%	-	-2.71%	(233.25)	0.06%	11.74
Mambo Leisure Masters Limited	0.00%	-	0.00%	-	-0.01%	(0.68)	0.00%	-

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Share in other comprehensive income				Share in total comprehensive income			
	Year ended 31 March 2025		Year ended 31 March 2024		Year ended 31 March 2025		Year ended 31 March 2024	
	As % of total	Amount	As % of total	Amount	As % of total	Amount	As % of total	Amount
Indian joint venture								
Digital Ecom Techno Private Limited	0.00%	-	0.00%	-	0.06%	5.44	0.00%	-
Foreign joint ventures								
Yellow Octopus EU Sp. z o.o. sp.K.	0.00%	-	0.00%	-	1.73%	149.19	1.83%	367.76
Yellow Octopus Ventures FZCO								
Yellow Octopus Circular Solutions Limited (formerly Yellow Octopus-UK Limited and Yellow Octopus Fashion Limited)								
Sub-total	74.26%	(5,256.24)	63.54%	3,578.54	486.32%	41,879.25	276.82%	55,516.60
Non-controlling interest in subsidiaries	-1.01%	71.34	-25.71%	(1,448.17)	-97.27%	(8,376.83)	-36.37%	(7,293.15)
Intercompany elimination and consolidation adjustments	26.74%	1892.84	62.17%	3,501.59	-289.04%	(24,890.87)	-140.46%	(28,168.39)
Grand-total	100.00%	(7,077.77)	100.00%	5,631.96	100.00%	8,611.55	100.00%	20,055.06

- (a) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (b) The Group does not have any transactions with companies struck off.
- (c) The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (d) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (e) The group has complied with the number of layers prescribed under the Companies Act, 2013.

Notes to the Consolidated Financial Statements

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- (f) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 53: Others

- (a) Prior year amounts have been regrouped / reclassified wherever necessary, to conform to the presentation in the current year, which are not material.

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration Number:

001076N/N500013

For and on behalf of Board of Directors of
PDS Limited

Deepak Seth

Chairman & Non-Executive Director

DIN 00003021

Pallak Seth

Vice Chairman & Executive Director

DIN 00003040

Aasheesh Arjun Singh

Partner

Membership No: 210122

Sanjay Jain

Chief Executive Officer

Rahul Ahuja

Chief Financial Officer

Abhishekh Kanoi

Head of Legal & Company Secretary

Membership No. FCS 9530

Mumbai, India

May 15, 2025

Mumbai, India

May 15, 2025



PDS Limited

CIN: L18101MH2011PLC388088

Regd. Office: Unit No.971, Solitaire Corporate Park, Andheri – Ghatkopar Link Road
Andheri (East), Mumbai – 400093, Maharashtra. India.

• **E-mail:** investors@pds Ltd.com • **Website:** www.pds Ltd.com • **Tel:** +91 22 41441100

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the Members of **PDS Limited** will be held on **Thursday, 24th day of July, 2025 at 2:30 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility, 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, 2025, 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, 2025, together with the Report of the Auditors thereon.
2. To declare the final dividend of ₹ 1.70 (Rupee One and Seventy Paise Only) per Equity Share for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Pallak Seth (DIN: 00003040), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of M/s. SGGS & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment

thereof for the time being in force), M/s. SGGS & Associates, Practicing Company Secretaries, [ICSI Unique Code: P2021MH086900] be and are hereby appointed as the Secretarial Auditors of the Company for a first term of five consecutive years to hold office of the Secretarial Auditor from the financial year 2025-26 to the financial year 2029-30, at such remuneration as detailed in the Explanatory Statement, for the financial year 2025-26.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the Secretarial Auditor for the balance period.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient for implementing and giving effect to this resolution."

5. **Re-appointment of Ms. Sandra Campos (DIN: 10390929) 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 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 thereof, for the time being in force), and 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, Ms. Sandra Campos (DIN: 10390929), whose period of office as an Independent Director is liable to expire on

November 27, 2025, and who is eligible for re-appointment and has submitted a declaration that she 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 her 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 from November 28, 2025 to November 27, 2027 (both days inclusive).

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

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

Abhishekh Kanoi

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

Place: Mumbai, India

Date: May 15, 2025

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsLtd.com
Website: www.pdsLtd.com

NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued in this regard ("SEBI Circulars"), permitted the companies to conduct Annual General Meeting ("AGM") through Video Conferencing Facility/ Other Audio Visual Means ("VC/OAVM") till September 30, 2025 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"), the 14th AGM of the Company is being held through VC/OAVM on Thursday, July 24, 2025, at 2:30 P.M. IST. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Company has availed the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company, ("RTA/ MUFG Intime"), for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM. The name of Registrar and Transfer Agent of the Company is changed to MUFG Intime India Private Limited (RTA) from Link Intime India Private Limited, with effect from December 31, 2024. This is pursuant to acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, by way of scheme of arrangement.
3. 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 appointment / re-appointments at this AGM is annexed as **Annexure II**.
4. As the AGM shall be conducted through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. 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 authorising its representatives to attend and vote at the AGM, pursuant

to Section 113 of the Act, to the Scrutinizer by email at gaurav.sainani@legalixir.com and sunny.gogiya@legalixir.com with a copy marked to enotices@in.mpms.mufig.com.

6. The Members may join the 14th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 02:00 P.M. IST i.e. 30 (Thirty) minutes before the time scheduled to start the 14th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 14th 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 large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 14th AGM without any restriction on account of 'first come first served' basis.
7. The attendance of the Members participating in the 14th 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. Thursday, July 17, 2025.

8. Electronic copy of the Annual Report and Notice of the 14th 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/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. The Notice and Annual Report FY 2024-25 is available on the Company's website at <https://pdsitd.com/investors/financial-reports/#annual-reports> and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to 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 2024-25 can be accessed.

Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR-1 duly filled and signed by the Member. 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 2024-25 and

Notice of the 14th AGM of the Company, may send request to the Company's email address at investors@pds ltd.com mentioning Folio No./ DP ID and Client ID.

9. 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 14th AGM of the Company will also be available on the website of the Company at www.pds ltd.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ["MUFG Intime"] at <https://instavote.linkintime.co.in>.

10. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/ CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 17, 2024), in supersession of earlier Circular(s) issued on the subject, 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 1st April 2024 upon registering all the required details.

The Company has sent individual letters to all the shareholders 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://pds ltd.com/investors/investor-information/#request-forms> and RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html> and <https://liiplweb.linkintime.co.in/client-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.

11. 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.
 - a. For shares held in electronic form: to their Depository Participants ("DPs")
 - b. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/ SEC FATF/P/ CIR/2023/169 dated October 12, 2023.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

12. 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.mu fg.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://pds ltd.com/investors/investor-information/#request-forms>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG Intime in case the shares are held in physical form.
15. Registration of e-mail address permanently with Company/DP: Members are requested to register the E-mail with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR 1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / MUFG Intime to enable servicing of notices / documents/ Annual Reports and other communications electronically to their e-mail address in the future. Members are requested to send all communications relating to shares and unclaimed dividends, 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, 1st Floor, Plot NH 2,

C-1 Block LSC, Near Savitri Market,
Janakpuri, New Delhi – 110058
Tel.: (011) 41410592, 93, 94
E-mail: delhi@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 Depository Participants.

16. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (last updated as on December 20, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal (<https://smartodr.in/login>). Shareholders are requested to take note of the same.
17. SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/72 dated June 08, 2023, have directed all RTA 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. The Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred in the Notice calling the 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 to investors@pds Ltd.com.
19. Pursuant to demerger, the unclaimed shares lying in the suspense account of the Company, are also required to be transferred to an 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.
20. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2025 send their queries at investors@pds Ltd.com at least 7 (Seven) days before the date of 14th AGM. The same will be replied by/ on behalf of the Company suitably.
21. In case of joint holders attending the 14th AGM, the Member whose name appears as the first holder in the

order of names as per the Register of Members of the Company will be entitled to vote.

22. The term 'Members' has been used to denote Shareholders of PDS Limited.

23. DIVIDEND

The Board of Directors at its meeting held on May 15, 2025, has recommended a final dividend of ₹ 1.70/- per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Thursday, July 17, 2025.

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 Friday, August 22, 2025, as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Thursday, July 17, 2025.
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, July 17, 2025.

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 Friday, July 18, 2025, to Thursday, July 24, 2025 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the 14th AGM.

a. Payment of Dividend through electronic means

- SEBI vide its circular dated November 03, 2021 subsequently amended by circulars dated December 14, 2021 and November 17, 2023, has mandated that with effect from April 01, 2024, dividend shall be paid only through electronic mode to shareholders holding shares in physical form. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, address with pincode, mobile no., complete bank details and specimen signatures are registered with RTA/Company. In case of non-updation of PAN or address with PIN code, contact details, mobile number, bank account details or specimen signature in respect of physical folios, the payment of dividend, interest or any other entitlements shall be processed only after receipt of all the required details.
- Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.

- Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
- Members holding shares in physical form are requested to advise any change of address immediately to the Company's RTA. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's RTA.
- Folios of Members holding shares in physical form should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance.
- Members are requested to send the following documents to our RTA so as to reach them on or before the record date i.e., Thursday, July 17, 2025.
 - a. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode and the following details relating to the bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11-digit IFSC Code; and
 - iv. 9-digit MICR Code.
 - b. Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c. Self-attested copy of the PAN Card of all holders;
 - d. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
 - e. Form ISR 2 duly filled and signed. The signature of holders should be attested by the Bank Manager;

- f. Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available on RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html>

- Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act:

For Resident Shareholders, taxes shall be deducted at source under Section 194 read with section 206AA of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2024-25 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits

under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate for financial year 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Electronically filed Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

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) , Thursday, July 17, 2025, 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) Thursday, July 17, 2025, shall not be considered. All communications/ queries in this respect should be addressed to our RTA, MUFG Intime to its email address at delhi@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://incometaxindiaefiling.gov.in>.

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 Investor Education and Protection Fund ("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@pds Ltd.com.

24. 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), SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes on each resolutions set forth in the Notice of the 14th AGM using electronic voting system ("remote e-voting") and e-voting during the 14th AGM, provided by MUFG Intime and the business may be transacted through such voting.

The remote e-voting period begins Monday, July 21, 2025 (9.00 AM IST) and ends on Wednesday, July 23, 2025 (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 Thursday, July 17, 2025 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.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 14th AGM and holds shares as of the cut-off date i.e. Thursday, July 17, 2025, may obtain the login ID and password by sending a request at investors@pds Ltd.com or delhi@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.

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' and 'Event Date' and register with your following details:

i. **Demat Account No. or Folio No:**

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

ii. **PAN:**

The shareholder should enter their 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. **Mobile No:** Enter your Mobile No.

iv. **Email ID:** Enter your email Id as recorded with your DP/ Company.

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

- i. Shareholders who would like to express their views/ ask questions as a speaker at the Meeting may pre- register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/ folio number, PAN, and mobile number at investors@pdsLtd.com on or before Thursday, July 17, 2025. Only those Members who have pre-registered themselves as a speaker on the dedicated email id investors@pdsLtd.com will be allowed to express their views/ask questions during the AGM.
- ii. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- iii. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Shareholders are requested to remember speaking serial number and to switch on the video and turn on the audio of the device before starting conversation with panelist.
- iv. 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 Number / Folio Number 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.

Note:

- Shareholders/ Members, who will be present in the General Meeting 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting 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 or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

INSTRUCTIONS FOR REMOTE E-VOTING

LOGIN METHOD –

A. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORIES:

NSDL:

Individual Shareholders registered with NSDL IDeAS facility

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to 'e-Voting'" under e-Voting services.
- 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.

Individual Shareholders who have not registered for NSDL IDeAS facility

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under value added services. Click on "Access to e-Voting" under e-Voting services.
- 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.

Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- 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.
- 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.
- 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.

CDSL:

Individual Shareholders registered with CDSL Easi/ Easiest facility

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- 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.

Individual Shareholders who have not registered for CDSL Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- 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.

Individual Shareholders directly visiting the e-voting website of CDSL	<p>a) Visit URL: https://www.cdslindia.com</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
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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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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., Thursday, July 17, 2025, for e-voting may register for InstaVote by visiting URL <https://instavote.linkintime.co.in> and -

Shareholders who have not registered for INSTAVOTE facility	<p>Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:</p> <p>A. User ID:</p> <ul style="list-style-type: none"> NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company. <p>B. PAN:</p> <ul style="list-style-type: none"> 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. <p>C. DOB/DOI:</p> <ul style="list-style-type: none"> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP /Company - in DD/MM/YYYY format) <p>D. Bank Account Number:</p> <ul style="list-style-type: none"> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>Notes:</p> <p>*Shareholders holding shares in NSDL form, shall provide 'D' above</p> <p>**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <ul style="list-style-type: none"> 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). Enter Image Verification (CAPTCHA) Code Click "Submit" (You have now registered on InstaVote).
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**Shareholders who
have registered for
INSTAVOTE facility:****a) Click on "Login" under 'SHARE HOLDER' tab.**

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

b) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

D. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ MUTUAL FUND"):**Custodian /
Corporate Body/
Mutual Fund
Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- 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 & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

**Voting through
remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

1. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
2. Click on "Votes Entry" tab under the Menu section.
3. Enter the "Event No." for which you want to cast vote.
4. Event No. can be viewed on the home page of InstaVote under "On-going Events".
5. Enter "16-digit Demat Account No." for which you want to cast vote.
6. 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).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
8. 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.

OR

METHOD 2 - VOTES UPLOAD

1. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
2. After successful login, you will be able to see the "Notification for e-voting".
3. Select "**View**" icon for "**Company's Name / Event number - 250122**".
4. E-voting page will appear.
5. Download sample vote file from "**Download Sample Vote File**" tab.
6. Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
7. Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
9. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

E. 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.muvg.com or contact on: - Tel: 022 - 4918 6000.

F. 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.

- 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".

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 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 shareholders have a valid email address, password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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.

25. Mr. Rajive Ranjan, AVP – MUFG Intime India Private Limited, Email ID - enotices@linkintime.co.in and contact number - 022 – 4918 6000 and address at Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058 may be contacted for any grievances connected with the facility for e-voting on the day of the AGM and for remote e-voting.
26. 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 as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and e-voting at the 14th AGM in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at 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 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 14th AGM i.e. Thursday, July 24, 2025.

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

Abhishekh Kanoi

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

Place: Mumbai, India
Date: May 15, 2025

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@psltd.com
Website: www.pdsltd.com

Annexure-I

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

Item No. 4: Appointment of M/s. SGGS & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company.

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board of Directors, at its Meeting held on May 15, 2025, subject to the approval of the Members of the Company, approved the appointment of M/s. SGGS & Associates ("SGGS"), Practicing Company Secretaries [ICSI Unique Code: P2021MH086900], as the Secretarial Auditors of the Company, for a first term of five consecutive years to hold office of the Secretarial Auditor from the financial year 2025-26 to the financial year 2029-30, at a remuneration of ₹ 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand Only) excluding applicable taxes and out-of-pocket expenses for the financial year ending on March 31, 2026. Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration for balance period.

M/s. SGGS & Associates, (SGGS) led by two partners and supported by a team of ~ 15 professionals operating from Mumbai and New Delhi, brings extensive experience across a diverse range of industries, including fashion, retail, manufacturing, pharmaceuticals, engineering, automotive, telecom, real estate, healthcare and waste management. The firm specializes in secretarial audits, industry-specific audits and due diligences, M&A transactions, IPO advisory, sustainability reporting, and corporate law. They also have a strong track record in establishing corporate governance and sustainability frameworks for leading organizations across sectors.

SGGS & Associates' partner was conferred with the prestigious Best Secretarial Audit Report Award by the Institute of Company Secretaries of India (ICSI) in 2023, highlighting the firm's deep-rooted commitment to professional excellence and quality in secretarial audit.

SGGS were previously appointed as Secretarial Auditors of the Company for the financial year 2023-24 and financial year 2024-25. The remuneration for conducting the Secretarial Audit of the Company for financial year 2024-25 was ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) excluding applicable taxes and out-of-pocket expenses.

SGGS had submitted a consent letter stating that it is eligible for appointment as Secretarial Auditor as per the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A

of the SEBI Listing Regulations, and circulars issued thereunder. SGGS have provided confirmation that it has undergone the Peer Review process conducted by the Institute of Company Secretaries of India (ICSI) and hold a valid Peer Review Certificate issued by the Peer Review Board of ICSI.

In view of SGGS' professional expertise, and experience, and based on the recommendation of the Audit Committee, the Board recommends the appointment of Secretarial Auditor, as detailed in the Resolution set out in Item no. 4, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Item No. 5: Re-appointment of Ms. Sandra Campos (DIN: 10390929) as an Independent Director of the Company

The Members of the Company through postal ballot dated December 31, 2023 had approved the appointment of Ms. Sandra Campos (DIN: 10390929) as an Independent Director of the Company for first term of 2 (two) consecutive years w.e.f. November 28, 2023 upto November 27, 2025 (both days inclusive). On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 15, 2025, approved the re-appointment of Ms. Sandra Campos as an Independent Director of the Company, for a second term of 2 (two) consecutive years w.e.f. November 28, 2025 to November 27, 2027 (both days inclusive), subject to approval of Members of the Company.

Brief Profile

Sandra Campos is a seasoned executive with over 27 years of leadership experience across public and private companies, including three CEO roles and two successful ventures. Known for transforming global omni-channel retail businesses, she has led digital innovation in areas like consumer personalization, rentals, and sustainability.

Currently, she serves on the boards of Big Lots (NYSE: BIG) and PetMeds (NASDAQ: PETS), advises Fabric Commerce and PureRed, and champions Latina entrepreneurs through her Latina Disruptors series. Previously, she was CEO of Diane von Furstenberg and President of six global brands at GBG, overseeing over \$1B in retail revenue.

Sandra co-founded the teen-focused Dream Out Loud IP, securing a \$100M partnership with Kmart. She also advises SPACs such as HLGN and SUAC, appears regularly on CNBC, and founded Fashion Launchpad, an edtech platform for retail and CPG professionals. Her leadership has earned broad recognition and media reach, including over 350M impressions in 2022.

Detailed profile Ms. Sanda can be accessed at the website of the Company at <https://pdsLtd.com/investors/board-of-directors-and-committees/>.

In the opinion of the Board and the Nomination and Remuneration Committee, the core skills, expertise, and competencies required for an Independent Director, in the context of the Company's business, include leadership, strategic and operational experience, management acumen, expert knowledge, corporate governance, and Technology, among others.

Based on the performance evaluation and considering her expertise, skills, strategic insights, constructive challenge to viewpoints, deep understanding of the Company's business operations, and awareness of industry and global trends, the Nomination & Remuneration Committee and the Board of Directors have recommended the re-appointment of Ms. Sandra Campos as Independent Director of the Company for a second term of 2 (two) years w.e.f. November 28, 2025 to November 27, 2027 (both days inclusive).

The Company has received following confirmations and declarations from Ms. Sandra stating:

- (i) that she meets 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").
- (ii) her consent to act as a Director of the Company.
- (iii) that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.
- (iv) that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

- (v) that she has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs and holds a valid certificate.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Ms. Sandra to be re-appointed as an Independent Director. Furthermore, there are no regulatory actions or litigations pending against Ms. Sandra, nor has she been convicted of any offense involving moral turpitude. Before her appointment to the Board as an Independent Director, she had no association with the Company or any of its subsidiary companies in any capacity.

In the opinion of the Board, Ms. Sandra Campos is eligible to be re-appointed as an Independent Director and fulfils the conditions as specified in the Act and the SEBI Listing Regulations and is independent of Management.

Copy of the letter for re-appointment to be issued to Ms. Sandra Campos as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days till the end of the e-voting period.

Details of Ms. Sandra Campos pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the **Annexure II** of this AGM Notice.

Ms. Sandra Campos will be entitled to receive sitting fees only from the subsidiaries where she serves as a Director, along with reimbursement of expenses incurred for attending meetings.

The Board of Directors recommends the resolution as set out in Item No. 5 for approval of the Members by way of a Special Resolution.

Except Ms. Sandra Campos or her relatives, none of the Directors or Key Managerial Personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, in the resolution.

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

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

Place: Mumbai, India

Date: May 15, 2025

Regd. Office:

Unit No.971, Solitaire Corporate Park,
Andheri – Ghatkopar Link Road, Andheri (East),
Mumbai – 400093, Maharashtra, India.
E-mail: investors@pdsLtd.com
Website: www.pdsLtd.com

Annexure-II

PROFILE OF DIRECTORS

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

Particulars	Details	
Name of Director	Mr. Pallak Seth	Ms. Sandra Campos
DIN	00003040	10390929
Date of Birth/ Age	August 13, 1977; 47 years	January 23, 1967; 58 years
Date of first Appointment on the Board	April 6, 2011	November 28, 2023
Qualification(s)	Bachelor of Arts Degree in Economics and International Business with Magna Cum Laude distinction from Northwestern University, USA	Bachelor of Science from Texas Tech University
Expertise in specific functional area	Versatile business leader with a proven track record in driving strategic transformation and operational excellence across Business Strategy, Supply Chain Management, Digital Commerce, and Brand Development.	Expertise in Business Strategy, Supply Chain Management, Digital Commerce, Brand Management etc.
Brief Profile	<p>Mr. Pallak Seth is a serial entrepreneur. At the age of 21, he started his entrepreneurial journey by setting up an apparel sourcing business in Hong Kong.</p> <p>In 1999, he established Norwest Industries, which has today diversified as PDS Limited. He supports ambitious founders to solve market frictions, leveraging technology as an angel investor alongside trusted partner. He had co-invested alongside many investors such as Sequoia Capital, Social Capital, Sherpa Ventures, Storm Ventures, Sierra Ventures and helped entrepreneurs through customers, co-investors, and partner introductions.</p> <p>For detailed profile please refer website of the Company at https://pdsLtd.com/investors/board-of-directors-and-committees/</p>	<p>For detailed profile please refer item no. 5 of explanatory statement and website of the Company at https://pdsLtd.com/investors/board-of-directors-and-committees/</p>
Remuneration last drawn, if any	Nil	Nil
Remuneration Proposed	Nil	Nil
Terms and conditions of re-appointment	As per Company's Policy on Nomination and Remuneration available on the Company's website at https://pdsLtd.com/investors/corporate_governance/	Re-appointment as Independent Director for a term of 2 (two) consecutive years w.e.f. November 28, 2025 to November 27, 2027 (both days inclusive), not liable to retire by rotation
No. of Board Meetings attended during FY 2024-25	As mentioned in the Report on Corporate Governance	As mentioned in the Report on Corporate Governance
Shareholding including	13,94,190	Nil
Shareholding as a beneficial owner		
Directorship held in other Companies	Nil	Nil
Member/Chairperson of Committees of the Company	Risk Management Committee - Member	Corporate Social Responsibility Committee - Chairperson
Memberships/Chairperson of Committees held in other Indian companies	Nil	None

Particulars	Details	
Relationship with Promoters/ Directors/Managers and Key Managerial Personnels	Son of Dr. Deepak Seth, Chairman & Non- Executive and Non-Independent Director	None
Name of Listed entities from which the person has resigned in the past 3 (Three) years as a Director	None	None
Summary of Performance evaluation of the Director	Not Applicable	<p>Ms. Sandra Campos has delivered an exemplary performance during the evaluation period, distinguished by her strong expertise in business strategy, supply chain management, digital commerce, and brand management. Her industry knowledge have been instrumental in guiding the Board's discussions and enhancing the quality of decision-making.</p> <p>She consistently brings well-informed, forward-looking perspectives to the table, offering constructive challenge to management and peers alike.</p> <p>Overall, Ms. Sandra continues to be a highly engaged, insightful, and influential member of the Board.</p>

Notes

[illegible]



CORPORATE OFFICE

Unit No. 971,
Solitaire Corporate Park,
Andheri – Ghatkopar Link Road
Andheri (East), Mumbai – 400093
Maharashtra, India
www.pdsltd.com

